MARVEL

"Straczynski's *Amazing Spider-Man* nails just about every aspect of what makes a good Spider-Man story." —COMICSVERSE

the AMAZING SPIDER-MAN

BY J. MICHAEL STRACZYNSKI

MIKE DEODATO JR. RON GARNEY JOE QUESADA

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AMAZING SPIDER-MAN #515 **"SKIN DEEP"**

It's been two days since Gwen's kids disappeared without a trace. I've searched high, and I've searched low.

Hmmm...I haven't searched here in the back of my car... maybe they're under that bag of french fries...

And what *IS* that smell, anyway?

I'm just going to have to accept the fact that they've gone to ground pretty thoroughly and I'm not going to learn anything more until and unless they come looking for me.

There's nothing I can do for now except pick up the pieces and try to go on.

So why is it that every time I've ever tried to get my life together--

--it almost always ends up with me being late for school?

SKIN DEEP

PS.108

And did I mention the part about how my life has always been fair game for vice-principals for the last twenty years?

PARKER!

YES, SIR, I--

YOU'RE LATE! AGAIN!

MY CLASS DOESN'T START FOR ANOTHER HOUR, SO WHILE I'M LATE FOR THE STAFF MEETING, IT'S NOT LIKE I'M--

MEANING YOU DIDN'T CHECK YOUR MESSAGES.

MESSAGES?

PETER, THE PHONE... AREN'T YOU GOING TO--

BRRRI!!!!!G! BRRRI!!!!!G!

YOU'RE LATE, I'M LATE, IT CAN WAIT. I'LL CHECK IT LATER. NOW, GIVE ME SOME MORE OF THAT NICE STUFF WITH THE LIPS...

"UHM...NO, I FORGOT. I GOT KIND OF... DISTRACTED."

MR. CAVENAUGH CALLED IN SICK, AND WE CAN'T GET A SUBSTITUTE HERE IN TIME. SO WE'LL NEED YOU TO COVER HIS EIGHT-THIRTY CLASS IN REMEDIAL CITIZENSHIP AND SOCIAL STUDIES.

WELL, I SUPPOSE I CAN--

WAIT A MINUTE...*REMEDIAL* CITIZENSHIP?

AND SOCIAL STUDIES.

HOW SCREWED-UP DO YOU HAVE TO BE TO GET STUCK TAKING REMEDIAL *CITIZENSHIP?*

WE HAVE A GOOD HEALTH PLAN HERE, WOULDN'T YOU SAY, PARKER?

WELL, YEAH, BUT--

"THEN YOU HAVE NOTHING TO WORRY ABOUT, NOW DO YOU?"

SLAM!

HEY.
SO...
SINCE MR. CAVENAUGH IS OUT SICK TODAY, I'VE BEEN ASKED TO TAKE OVER. MY NAME IS MR. PARKER. I--
YO, MR. PARKER--
--MR. CAVENAUGH ALWAYS SAYS WE CAN GO TO THE LIBRARY TO READ ANY TIME WE WANT 'CAUSE IT ENCOURAGES CITIZENSHIP. SO COULD WE JUST, LIKE...GO?
THE LIBRARY DOESN'T OPEN UNTIL NINE.
YEAH, WELL, Y'KNOW, WE COULD--
NO.
NOW, TO SAVE ME LOOKING THROUGH HIS LESSON PLAN, IF ANYBODY HERE WOULD BE GOOD ENOUGH TO TELL ME WHERE MR. CAVENAUGH LEFT OFF--
--THAT WOULD BE GREAT.
YEAH, I GOT YOUR LESSON PLAN RIGHT HERE.

HUH. I'D HEARD THAT A STORM WAS COMING IN, BUT I GUESS IT MUST BE CLOSER THAN THEY THOUGHT. WOULD'VE TAKEN ONE BIG BAG OF WIND TO BLOW THIS THING ALL THE WAY UP HERE.

WOULDN'T YOU AGREE, MISTER--

PIMENTEL

PETIT

--SANCHEZ?

ALONZO

WELL, Y'KNOW, I--

BECAUSE GRAVITY BEING WHAT IT IS, IT EITHER BLEW UP HERE, OR IT WAS THROWN. AND THE PENALTY FOR THROWING ANYTHING AT A TEACHER IS SUSPENSION.

SO WHICH WAS IT, MR. SANCHEZ?

IT, UHM... I GUESS IT BLEW UP.

IT WAS BLOWN.

YEAH.

BY A BIG, FAT WIND.

SURE. WHATEVER.

GOOD, AT LEAST WE'VE RESOLVED *THAT* MYSTERY.

DUDE'S GOT EYES IN THE BACK OF HIS HEAD.

+SNICKER+ "BIG FAT WIND" --

SHUDDUP!

SINCE WE SEEM TO BE FLAILING AROUND FOR A STARTING POINT, LET ME SUGGEST ONE. THE ROLE OF THE INDIVIDUAL IN A FREE SOCIETY. THE QUESTION IS--

Wait...is that Charlie?

"CHARLIE WEIDERMAN...?"

"PRESENT."

YOU CAN JUST SAY "HERE," CHARLIE, PRESENT IS UNNECESSARY.

YES, SIR.

YOU MAY SIT ANYWHERE THERE'S AN OPEN SEAT.

The unwritten law of the classroom is that the school geek only gets a break when and if an even bigger geek moves into the neighborhood.

So it was with mixed feelings that I watched Charlie Weiderman enter class for the first time.

SORRY... EXCUSE ME... JUST GOT TO GET TO--

OOOF!

HEY! WATCH IT, YA JERK!

CRASH!

HEY!

EVERYTHING ALL RIGHT, CHARLIE?

I--

--YEAH, EVERYTHING'S ALL RIGHT. I JUST...I TRIPPED, THAT'S ALL.

ALL RIGHT, WELL, TAKE YOUR SEAT, THEN.

NOW, IF YOU'LL ALL DIRECT YOUR ATTENTION HERE--

WEIDERMAN... MORE LIKE WEINERMAN.

WHINEY-MAN.

The second rule of the classroom is that if you have a name they can turn into a joke, you're in for even more grief.

SCORE!

Because low-rent humor was the only thing the jocks and soshes could handle without cheat-sheets.

IS IT OKAY IF I SIT HERE?

I--

And then I did something I'm still ashamed of to this day.

--SURE, BUT I...HAVE TO GO. I'VE GOT--

YEAH, NO, IT'S OKAY.

It was the first time in months that I'd gone an entire half-day without getting hassled, because they had a new target in their sights, and I--

--I didn't want to get re-geeked.

THE QUESTION IS...

IS THE SYSTEM FAIR TO THE LEAST OF US?

I...UHM...I DIDN'T STUDY THIS PART OF--

IT'S NOT A STUDY QUESTION. IT'S A YOU QUESTION. WHAT DO *YOU* THINK? WE KNOW THE SYSTEM WORKS FOR GUYS WITH LOTS OF MONEY, FOR CORPORATIONS, BUT IS IT FAIR TO EVERY-BODY ELSE?

I GET IT, BUT LIKE, WHAT'S THE POINT?

YOU GO TO A BIG IMPORTANT COLLEGE, YOU GOT BIG IMPORTANT FAMILY, YOU GOT MONEY...YOU GOT IT MADE. US, HERE, WHAT'VE WE GOT TO LOOK FORWARD TO?

YOU THINK ANYBODY FROM HERE EVER MADE IT BIG? EVER WENT ANYWHERE?

I CAME OUT OF HERE. I GRADUATED FROM THIS VERY HIGH SCHOOL.

YO, NO DISRESPECT, BUT...I THINK YOU JUST KINDA MADE MY POINT.

Y'KNOW?

"SO...WHAT'RE *YOU* DOING HERE?"

HEY, PETE, YOU RECOGNIZED ME!
YOU'RE KIND OF HARD TO MISS, CHARLIE.
YEAH...YEAH, I GUESS YOU'RE RIGHT.
SO LIKE I SAID, WHAT'RE YOU DOING HERE?
I HEARD YOU WERE TEACHING HERE NOW, AND I THOUGHT I'D COME BY, SAY HI.
FUNNY. THE PLACE SEEMED A LOT BIGGER THEN. BUT EVERYTHING DID, I GUESS. SOMETIMES I FELT LIKE I COULD GET LOST IN THERE AND NEVER COME OUT AGAIN.
AND SOME DAYS, THAT DIDN'T SEEM LIKE SUCH A BAD IDEA.
ANYWAY...I KNOW IT'S BEEN A LONG TIME, A REAL LONG TIME, BUT I...I COULD USE A FAVOR, PETE.
CHARLIE, I--
IT'S OKAY. I'M NOT ASKING FOR MONEY. I JUST NEED YOUR NAME, AND A LITTLE OF YOUR BRAIN.
"MY DAD DIED A LITTLE OVER TWO YEARS AGO. IT WAS REAL SUDDEN, HE DIDN'T SUFFER MUCH, AND--
"ANYWAY, HE LEFT ME SOME MONEY. NOT A LOT, BUT SOME. HE NEVER HAD A LOT. NOT MONEY, NOT FRIENDS, NOT... WELL, MUCH OF ANYTHING, REALLY.
"HE ALWAYS BELIEVED IN ME, THOUGHT I COULD DO MORE WITH MY SCIENCE BACKGROUND THAN I'VE DONE, SO I USED THE MONEY TO GET SOME EQUIPMENT I NEEDED, RENT A SPACE WHERE I COULD WORK.
"I NEVER HAD MUCH OF A CHANCE BEFORE, PETE. BUT NOW THAT I HAD ONE, I WAS GOING TO MAKE THE MOST OF IT."

SEE, IF YOU REALLY WANT TO MAKE MONEY, I FIGURED... GO FOR A MILITARY CONTRACT. BUT THAT MEANS HAVING SOMETHING THE MILITARY WANTS.

IF YOU WANT TO WIN A BATTLE, YOU JUST HAVE TO MAKE SURE YOU HAVE MORE OF YOUR GUYS AT THE END THAN THEY DO. GUYS THAT AREN'T AFRAID OF BEING HURT. BUT NO BODY ARMOR IS PERFECT.

THAT'S WHEN I GOT THIS...IMAGE IN MY HEAD.

"I SAW SOLDIERS GETTING READY TO GO INTO BATTLE, GETTING COVERED HEAD TO TOE IN A SUBSTANCE THAT WOULD MAKE THEM...WELL... FOR ALL INTENTS AND PURPOSES...

"INVULNERABLE.

"IMAGINE AN ARMY LIKE THAT. THEY'D BE FEARLESS, NOBODY COULD STOP THEM.

"AS LONG AS THEY KEPT THEIR MOUTHS SHUT WHEN THE BULLETS FLEW.

"AND WATCHED OUT FOR THEIR EYES. I HAVEN'T FIGURED OUT THAT PART YET."

FOR THE BASE, I KNEW I'D NEED SOME KIND OF POROUS POLYMER COMPOUND, SOMETHING THAT COULD COVER EVERYTHING BUT LET OXYGEN THROUGH. BECAUSE IF THEY CAN'T BREATHE--

"--WELL, LET'S JUST SAY THAT WAS THE HARDEST PART TO WORK OUT."

I'VE GOT EVERYTHING WORKED OUT EXCEPT FOR ONE THING. CAN YOU GUESS?

WELL... I--

GO ON.

YOU'D STILL NEED SOMETHING TO ABSORB THE ENERGY OF THE INCOMING BULLETS.

A FLAK JACKET HAS LAYERS THAT ABSORB MOST OF THE IMPACT. BUT WHAT YOU'RE DESCRIBING WOULD HAVE TO BE VERY THIN, ALMOST LIKE A SECOND SKIN.

EXACTLY. BUT I WORKED IT OUT, PETE. I KNOW WHAT I NEED.

VIBRANIUM.

BECAUSE OF ITS PHENOMENAL ABILITY TO ABSORB ENERGY, YOU'D NEED ONLY A SMALL AMOUNT TO PRODUCE ONE THOUSAND METRIC GALLONS OF THE SKINSUITS.

UNFORTUNATELY, VIBRANIUM ONLY COMES FROM WAKANDA, AND IT COSTS...WELL, IT COSTS AN AWFUL LOT MORE THAN I COULD AFFORD WITH--

--WITH A HUNDRED DEAD DADS.

I CAN'T AFFORD--

I TOLD YOU, THIS ISN'T ABOUT MONEY! YOU WORKED AT *TRICORP RESEARCH*. YOU KNOW PEOPLE... YOU CAN HELP ME WORK OUT THE SYNTHESIS AFTER I GET THE VIBRANIUM AND--

AND HOW ARE YOU GOING TO DO THAT?

I'VE GOT A SHOT AT AN INTERVIEW WITH TONY STARK *IF* I CAN USE YOU AS A REFERENCE. IF HE INVESTS IN THIS, IN ME, THEN I CAN HANDLE THE REST.

I DON'T KNOW...I'M NOT SURE STARK EVEN KNOWS WHO I AM...I'M SMALL-TIME--

IT'S A CHANCE, PETE, AND THAT'S MORE THAN I'VE EVER HAD BEFORE.

PLEASE.

I...I GUESS I CAN DO IT, BUT--

I KNEW I COULD RELY ON YOU, PETE! I'LL SEND YOU ALL THE DATA I'VE GOT SO FAR, CARE OF YOUR AUNT, SINCE I'VE STILL GOT HER ADDRESS.

I...THAT'S GREAT, CHARLIE, BUT--

I'LL CHECK BACK WITH YOU LATER, I'VE GOTTA GET GOING.

CHARLIE... ONE THING. WHY ME?

YOU'RE KIDDING. WHY YOU?

BECAUSE YOU'VE ALWAYS BEEN A GOOD FRIEND TO ME, PETE.

ALWAYS.

The thing about being the school's resident Geek Supreme, especially in the months before my life was changed forever by the bite of a certain irradiated spider, is that you'd give just about anything to make it stop.

HA! GOT HIM!

OW! C'MON, CUT IT OUT!

YEAH, RUN YA LITTLE CREEP!

And if the day comes when the target gets moved off your back because a new one arrives...you'd do almost anything to keep it from finding you again.

AAAAHH!

COME BACK HERE, WEINERMAN! C'MON, SOMEBODY GRAB HIM!

YA RUN LIKE A GIRL, YA SISSY!

OOOF! OW! GET OFF! GET OFF!

I may have been the proverbial 98-pound weakling, but Charlie was all elbows and awkwardness. Compared to him I was an N.F.L. linebacker.

Well, you know...mostly.

JERK! YOU LET IT GET RIGHT PAST YOU!

He was in the middle of one of those growth spurts, where your feet and hands are bigger than usual and never where they're supposed to be.

YEAH! GOT IT!

He was so bad nobody really seemed to notice me...and I was totally okay with that.

There are benefits to not being seen.

Then it was my turn to serve in rotation. I could've chosen to serve to anybody on the other side.

C'MON, PARKER... WHAT'RE YOU DOING, WAITING FOR A BUS? HIT IT!

In my heart, I didn't want to do it. I felt sick inside at just the thought of it.

But I did it anyway.

OOOF!

WHOA!

PARKER SMOKED WEINERMAN! EVEN *PARKER* SMOKED HIM! WAY TO GO!

I got high-fived. Nobody had ever high-fived me before.

They say that in a herd, when one of the animals falls sick or behind, it's not the king of the pride that takes it out.

It's always the ones that are almost as bad-off who do the job.

Even though it was in the days before Spider-Sense, I felt like I could find Charlie in my sleep. And I kept at him, earning points in more ways than one.

Better thee than me.

I'd never been treated better.

And I'd never felt worse. Or been more ashamed of myself.

Afterward, part of me thought...I should say something.

And another part said...keep your distance. You've got a good thing going, don't blow it.

But then, I've never much listened to that voice.

HI. LISTEN, I--

I JUST WANTED TO SAY I'M SORRY FOR WHAT HAPPENED DURING P.E. I DIDN'T MEAN TO PICK ON YOU OR --

IT'S OKAY.

I MEAN, IT'S JUST A GAME, RIGHT? NOTHING PERSONAL.

NO. NOTHING PERSONAL.

At that moment, if I could've dug a hole in the floor, jumped in, and pulled it in after me, I would've.

SO WHAT'RE YOU WORKING ON?

THAT DOESN'T LOOK LIKE IT CAME OUT OF THE LAB BOOK.

IT DIDN'T. I'M WORKING ON A SYNTHESIS OF VITAMINS, STEROIDS, AND A BUNCH OF OTHER STUFF.

YOU KNOW, LIKE CAPTAIN AMERICA. SOMEDAY I'M GOING TO MAKE A SUPER-SOLDIER SERUM, AND THEN--

--AND THEN, WELL, WE'LL SEE, RIGHT?

I GUESS. SO WHERE'D YOU GET THE STEROIDS?

STOLE IT FROM MY DAD'S CABINET.

HE'S A BIG GUY. REALLY BIG.

HITS REALLY HARD.

WHAT?

NOTHING.

Three weeks later, he ended up in the hospital, at the business end of a stomach pump.

They said it was attempted suicide.

Charlie said he thought his serum was ready for a human test, and went for it.

I never pressed it much beyond that. I think I didn't want to know.

After a while, he was well enough to come back to school--

--where they were waiting for him.

They were always waiting for him.

So I gave Charlie the letter. How could I not?

MR. WEIDERMAN? THANK YOU FOR WAITING. I'M TESSA SPRINGFIELD, MR. STARK'S ASSISTANT. HE'S READY TO SEE YOU NOW.

THANKS.

"WELL, MR. WEIDERMAN, YOU COME HIGHLY RECOMMENDED. YOU HAVE A LONG WAY TO GO, BUT THAT'S A GOOD START."

THANK YOU, MR. STARK.

TONY. MR. STARK IS MY FATHER.

VIBRANIUM, EH? YOU *ARE* AMBITIOUS.

WELL, I--

RELAX. THAT WAS A COMPLIMENT.

ON THE SURFACE, YOUR PROPOSAL SEEMS WELL CONSIDERED.

THANK YOU, I--

BUT I DO HAVE SOME CONCERNS WITH YOUR METHODOLOGY. SOME OF IT SEEMS HURRIED AND NOT WELL RESEARCHED. YOU'RE DEALING WITH SOME VERY VOLATILE COMPOUNDS HERE, CHARLIE.

I AGREE. BUT HAVING COME UP WITH THE BASIC APPROACH, I WANTED TO BE SURE I GOT HERE BEFORE SOMEONE ELSE DID. BECAUSE SOMETIMES IT SEEMS LIKE IT'S JUST THE RIGHT TIME FOR A LOT OF PEOPLE TO DISCOVER SOMETHING. VLADIMIR ZWORKIN, THE ICONOSCOPE TUBE, THE SUITS--

BESIDES, IF I HAD ALL THE MATH WORKED OUT, I WOULDN'T NEED THE GRANT, WOULD I?

A VALID POINT.

I NOTICED THAT ONE OF THE LETTERS OF RECOMMENDATION CAME FROM PETER PARKER. ARE YOU WORKING TOGETHER ON THIS?

I...NOT PRECISELY, THOUGH HE HAS ADVISED ME ON A FEW THINGS.

WOULD HE BE AN OFFICIAL PART OF THIS PROJECT?

WELL, I... I HADN'T REALLY...

IF YOU THOUGHT IT WOULD HELP.

IT COULDN'T HURT.

THEN HE'LL BE THERE FROM DAY ONE, THROUGHOUT THE WHOLE PROJECT.

SO YOU'RE FAMILIAR WITH HIS WORK?

YOU COULD SAY THAT.

I DO KNOW THAT HE HASN'T LENT HIS NAME TO MANY PROJECTS BEFORE THIS ONE... AT LEAST NONE I'VE SEEN... SO THAT CARRIES A FAIR AMOUNT OF WEIGHT.

SO...HOW MUCH MONEY WOULD YOU NEED TO TAKE THIS TO THE NEXT STEP?

WELL, SIR, I--

AND YOU'D MAKE MY LIFE EASIER IF YOU COULD JUST ROUND IT OFF TO THE NEAREST HUNDRED THOUSAND.

I...UHM... YEAH, I CAN DO THAT.

SIR.

I didn't see Charlie for a while after I got the good news. But that was okay.

After all, he had his work to do--

--and I had mine.

Enjoying the nightlife...

...going with MJ to rehearsals...

...great performances...

...lectures on the decline of Western civilization...

...and generally just hanging around.

I should've known everything was going too well for comfort.

JUSTA SEC JUSTA SEC JUSTA SEC--

YEAH?

MR. PARKER, THIS IS MOLLY ST. JUDE, NEW PROJECTS MANAGER AT STARK INDUSTRIES, AND I'M CALLING TO FIND OUT WHEN WE MIGHT GET A PROGRESS REPORT ON THE PROJECT YOU'RE DOING WITH MR. WEIDERMAN.

THE PROJECT--

YES, WE'VE BEEN TRYING TO REACH HIM BY PHONE, BUT HAVEN'T BEEN ABLE TO GET IN TOUCH WITH HIM. SINCE YOU ARE THE SUPERVISOR OF RECORD ATTACHED TO HIS WORK, WE THOUGHT YOU COULD GIVE US A BRIEFING.

RIGHT...

"...WELL, BE ASSURED THAT I'LL DEFINITELY TOUCH...THAT IS, BE IN TOUCH...WITH MR. WEIDERMAN THIS AFTERNOON."

CHARLIE? CHARLIE...?

WHY THE *HELL* DID YOU TELL STARK I WAS WORKING WITH YOU ON THIS?

I JUST CHECKED SOME OF YOUR FIGURES. THAT'S NOT THE SAME THING.

YOU DID HELP WITH SOME OF THE EARLY--

HE SAID YOUR INVOLVEMENT WAS CRUCIAL TO GETTING THE FUNDING, PETE.

I DON'T CARE, I--

HE GAVE YOU ALL THIS STUFF BECAUSE I WAS...REALLY? HE SAID THAT? BECAUSE THIS IS...Y'KNOW...A LOT OF STUFF. EXPENSIVE *STUFF*. HECK, IF I'D KNOWN *THAT*--

PETE--

--I'M AT A CRITICAL PART OF MY WORK. IF YOU TELL THEM THE TRUTH, THEY'LL PULL THE PLUG, AND--

I JUST NEED A LITTLE MORE TIME.

DAMN STRAIGHT.

IS THAT THE VIBRANIUM?

CHARLIE, I TOLD YOU TO HOLD OFF INJECTING THE VIBRANIUM UNTIL YOU'D PERFECTED A STABLE MEDIUM.

I FOUND A SHORTCUT TO GETTING IT READY FOR DISSOLUTION AND INTEGRATION INTO THE SKINSUIT COMPOUND--

CHARLIE, YOU CAN'T SHORTCUT VIBRANIUM! IT'S TOO DANGEROUS!

BUT THERE'S NO OTHER WAY.

THAT'S WHY YOU HAVEN'T BEEN RETURNING ANY OF THE CALLS FROM STARK, ISN'T IT? IF THEY SAW THIS SETUP, THEY'D SHUT YOU DOWN IN A HOT SECOND.

DID THEY CALL YOU? I...WHAT DID YOU TELL THEM?

NOTHING, I WANTED TO SEE WHAT WAS GOING ON HERE FIRST. BUT NOW...GOD, CHARLIE--

DON'T TELL THEM ANYTHING, PETE, NOT UNTIL I'VE FINISHED THE FIRST TEST.

I CAN'T DO THAT. MY NAME IS ON THIS THING--SOMETHING *YOU* DIDN'T TELL *ME*--AND IF THIS GOES UP, YOU COULD TAKE THE WHOLE NEIGHBORHOOD WITH YOU.

THAT WON'T HAPPEN!

YOU CAN'T BE SURE OF THAT!

YOU SAID YOU WERE MY FRIEND!

I AM YOUR FRIEND, CHARLIE. I'M TRYING TO SAVE *YOUR* LIFE AND *BOTH* OUR REPUTATIONS.

YOU'VE GOT UNTIL TOMORROW MORNING TO DO THE RIGHT THING. EITHER YOU TELL THEM THE TRUTH...OR I WILL.

AND NEVER, EVER LIE TO ME AGAIN, CHARLIE.

Somebody once said no good deed goes unpunished.

And there are days I'd like to find whoever said that and kick his butt, because that line comes to mind way too often in my life.

If I'd had any common sense, I would have turned Charlie in right then and there. Shut down the whole thing. But I wanted to give him a chance to do the right thing, and save a little of his reputation.

Charlie had a good mind, maybe even a great mind, but he was impatient. Science requires patience. But Charlie required something else.

He had something to prove, most of it to people who had forgotten all about him by this point and didn't care one way or another.

He thought he could show them all, prove to them that he was special, that he was *SOMEONE--*

Validation.

--that he had that...spark.

FFFFFSSSSSSSSSHHHHHHH!

...NO...

Yeah. It's true. No good deed goes unpunished.

But this one...*THIS* one was going to cut deep.

SKIN DEEP

PART TWO

Last night, on his own, Charlie Weiderman attempted to activate the skinsuit that he hoped to sell to the military, making millions.

I told him the skinsuit was unstable, the result of the Vibranium used in its creation.

He didn't listen.

I wasn't there when the whole place blew sky-high...but I was able to put the pieces together from what I heard later.

Let's just say it wasn't pretty.

YOU'RE SURE THERE WAS SOMEBODY INSIDE HERE?

THE NIGHT WATCHMAN SAID THE LIGHTS WERE ON AND SOMEBODY WAS WORKING HERE RIGHT BEFORE THE BLAST!

EVEN IF HE'S RIGHT, THERE'S NO WAY IN HELL ANYBODY COULD'VE SURVIVED A BLAST THIS BIG. WHEN IT WENT UP THEY COULD HEAR IT ALL THE WAY TO PATERSON, I --

CHIEF, OVER HERE!

IS HE ALIVE?

I CAN'T TELL...HE'S COVERED IN SOME KIND OF METAL. AND CHECK OUT THE CANISTERS.

CAUTION VIBRANIUM

VIBRANIUM? HOLY...

OKAY, WE CAN'T WAIT FOR A STRETCHER, WE HAVE TO GET HIM OUT OF HERE FAST. THIS WHOLE PLACE COULD GO UP ANY SECOND.

WE'RE COMING OUT AND WE'VE GOT A WOUNDED CIVILIAN. HAVE THE PARAMEDICS STANDING BY AND GET *FEMA* ON THE LINE, STAT!

WE'VE GOT TOXIC SUBSTANCES ON THE GROUND, INCLUDING VIBRANIUM. WE NEED TO GET EVERYBODY WE CAN TO CLEAN THIS OUT BEFORE--

NO...

CHIEF!

LET GO OF ME...YOU CAN'T TELL THEM WHAT HAPPENED... IF THEY FIND OUT...YOU'LL DESTROY EVERYTHING, ALL MY WORK--

LOOK, RIGHT NOW WE'VE JUST GOT TO GET YOU OUT OF HERE--

I SAID LET GO OF ME!

UNNNH!

NO... NO!

COME ON! WE GOTTA GET OUTTA HERE! MOVE!

KER-RASSH!

"WHAT DO YOU MEAN, YOU BROKE IT?"

I DIDN'T BREAK IT, I PUT IT IN THE DISHWASHER AND THE *DISHWASHER* BROKE IT. WELL, CRACKED IT--

WHY DID YOU PUT IT IN THE DISHWASHER?

BECAUSE IT WAS DISGUSTING.

--WHERE THE PRICE OF WALTIN-NACE STOCKS FELL THREE PERCENT TODAY, MAINLY DUE TO DEFICIENCIES IN RETAIL SALES--

IT WAS MY CAPTAIN BINKY PLASTIC MUG, I GOT IT OUT OF A BOX OF CAPTAIN BINKY CRUNCHY NUT CEREAL, IT WAS DISGUSTING WHEN I *GOT* IT, THAT WAS PART OF ITS CHARM.

SHOULDN'T YOU BE GETTING READY FOR WORK?

WHY DO EARRINGS NEVER FIT WHEN YOU WANT THEM TO?

I AM READY. DO YOU KNOW HOW MANY BOXES OF CRUNCHY NUT CEREAL I HAD TO EAT BEFORE I FOUND THAT MUG?

--WHICH ANALYSTS PREDICT WILL TURN AROUND FOR NEXT QUARTER.

SIX, THAT'S HOW MANY, AND--

SAY, YOU LOOK REALLY CUTE LIKE THAT.

PETER--

NOW, IF THEY'D BEEN OFFERING YOU IN ONE OF THOSE BOXES, I'D HAVE EATEN AS MANY AS...OH, FOUR...MAYBE FIVE--

HEY! ARE YOU SAYING I'M NOT AS ATTRACTIVE AS A STUPID MUG?

MEANWHILE, IN OTHER NEWS--

TO A SIX-YEAR-OLD? NO. NOW, IF WE'RE TALKING HERE THIRTEEN, THEN--

I'M NOT HAVING THIS CONVERSATION ANY MORE. WE HAVE A DRESS REHEARSAL TODAY, AND THIS IS JUST SILLY--

--A MIDNIGHT EXPLOSION ROCKED THE TERMINAL ROW INDUSTRIAL PARK TODAY AS ONE OF THE MAIN RENTAL STRUCTURES ERUPTED IN A BLAST OF FIRE AND SMOKE THAT COULD BE SEEN FOR MILES.

THAT'S WHY I'M *DOING* THIS. I DON'T CARE ABOUT THE MUG, I'M JUST TRYING TO GET YOUR MIND OFF THE DRESS REHEARSAL. YOU'RE GOING TO BE GREAT, AND--

DID HE SAY SOMETHING ABOUT AN EXPLOSION?

ONE NIGHT WATCHMAN WAS KILLED IN THE BLAST, AND ANOTHER WAS SERIOUSLY INJURED.

...OH MY GOD...

HOWEVER, ONE FIREMAN WAS KILLED AND ANOTHER HOSPITALIZED IN CRITICAL CONDITION FOLLOWING AN APPARENT STRUGGLE WITH A SURVIVOR FOUND ON THE SCENE. DETAILS ARE STILL SKETCHY AT THIS TIME--

PETER? WHAT'S WRONG?

PETER? DID YOU HEAR ME? I SAID WHAT'S--

--WRONG?

SIGH.

JUST ANOTHER DAY IN THE PARKER HOUSEHOLD.

Damn it, I knew I shouldn't have left Charlie alone last night.

If he's been hurt, or worse, I'll never forgive my--

YES, HELLO, MRS. APPLETON? PETER PARKER HERE. I'M AFRAID I'M GOING TO HAVE TO CALL IN SICK.

AGAIN.

YES, MRS. APPLETON, I *DO* UNDERSTAND THE IMPORTANCE OF PROPER NUTRITION.

AND PERSONAL RESPONSIBILITY FOR MY STUDENTS, I GET THAT ONE TOO, I--

YES, MA'AM...YES, MA'AM...YES, MA'AM...

If something went wrong on its own, that's bad enough. I just hope he didn't do anything stupid to make the situation worse.

Because it wouldn't be the first time.

HEY, CHARLIE...YOU OKAY?

YEAH, I...YEAH, I'M OKAY. I JUST--

WHAT HAPPENED TO YOUR EYE?

I...RAN INTO A DOOR. IT WAS STUPID, I TURNED TOO FAST AND--

CHARLIE, C'MON, THIS IS ME. WHAT HAPPENED?

I CAN'T TAKE IT ANY MORE, PETE, I JUST... I CAN'T TAKE IT ANY MORE.

THEY WAIT FOR ME. EVERY DAY. THEY WAIT FOR ME.

"SOME DAYS I TRY TAKING A DIFFERENT ROAD HOME... SOMETIMES I WAIT AT THE LIBRARY FOR AN HOUR AFTER CLASS, FIGURING SOONER OR LATER THEY'LL GET BORED AND MOVE ON.

"SOMETIMES I EVEN LET MYSELF THINK THAT TODAY, JUST TODAY, I CAN GET HOME WITHOUT BEING HASSLED OR BEAT-UP, OR--

"BUT THEY FIND ME. THEY ALWAYS FIND ME. AND THEN...

"...AND THEN...

"EVERY DAY.

"EVERY.

"DAY."

MIDTOWN

HAVE YOU TRIED TELLING ANYBODY?

WHAT ABOUT YOUR FOLKS? I MEAN, THEY'VE GOT TO SEE WHAT'S GOING ON, RIGHT?

THE TEACHERS CAN'T DO ANYTHING, AND IF THEY GET SUSPENDED THEY'LL JUST TAKE IT OUT ON ME TWICE AS BAD.

THEY DON'T SEE WHAT THEY DON'T WANT TO SEE. AND I DON'T WANT THEM TO SEE IT, ANYWAY.

SO I TELL THEM I TRIPPED, AND TORE MY PANTS, OR I FELL IN THE MUD, AND THEY DON'T... THEY DON'T ASK ANY QUESTIONS.

IT'S NEVER GOING TO STOP, PETE. IT'S NEVER, EVER GOING TO STOP UNLESS--

UNLESS SOMETHING HAPPENS. SOMETHING TO MAKE THEM STOP.

LIKE WHAT, CHARLIE?

LIKE WHAT?

This was before the spider changed my life, but I didn't need spider sense to know that this was about to go from bad to worse.

We didn't talk about it again for a few days, but I kept my eye on him. Because sometimes he was so full of rage he was shaking.

Sooner or later, fury like that always comes out.

HEY, WEINERMAN, GET YOUR BUTT OVER HERE.

YOU CAN'T GO THIS WAY. ONLY NORMAL GUYS CAN GO OUT THE BACK WAY. NON-GEEKS. YOU GOTTA GO OUT THE FRONT.

LOOK, IT'S JUST A SHORTCUT, IT--

THEN IT'S FIVE BUCKS. WE GOTTA USE THAT TO PAY FOR THE SPRAY TO CLEAN OUT YOUR STENCH.

CAN'T MAKE ME PAY JUST TO--

WHAT'D YOU SAY, BUTTWIPE? DID YOU JUST SAY NO?

Then I saw it.

LOOK, I DON'T WANT ANY TROUBLE--

YEAH, WELL, TROUBLE IS WHAT YOU'RE GONNA GET, YOU SON OF A--

STAY BACK! I MEAN IT, I--

Saw the knife in his hand.

OOOF!

WHAT THE-- *HEY!*

SORRY, I GOT MY FOOT CAUGHT IN A STUPID GOPHER HOLE AND--

HEY... HEY!

HE WAS PULLING A KNIFE ON US! HE--

OKAY, WHAT'S GOING ON HERE?

WHAT'RE YOU GUYS UP TO? SHOULDN'T YOU BE--

OKAY, HANG ON, WHAT'S THIS?

ALL RIGHT, WHOEVER OWNS THIS, YOU HAVE TEN SECONDS TO SAY SO OR I'M GOING TO SUSPEND ALL OF YOU RIGHT NOW.

NINE, EIGHT--

WEINERMAN, HE--

IT'S MINE.

PARKER?

YEAH, I...IT'S MY UNCLE'S FAVORITE KNIFE. I BROUGHT IT SO I COULD SHARPEN IT IN SHOP CLASS TO, YOU KNOW, SURPRISE HIM.

UH-HUH.

ANYBODY ELSE GOT ANYTHING TO SAY ABOUT THIS?

OKAY, PARKER. YOU, ME, THE VICE PRINCIPAL'S OFFICE. RIGHT NOW. THE REST OF YOU, GET GOING, I DON'T WANT TO HEAR A PEEP FROM ANY OF YOU.

YOU REALLY THINK HE--

SHUDDUP... WE'LL DEAL WITH THIS LATER.

It was the only way to keep Charlie from doing something stupid. But I figured I was sunk for sure.

When they called Uncle Ben, he got there in twenty minutes, ready to chew through solid steel. He didn't sound any happier as the vice principal explained what happened.

I had only two things going for me.

OUT. YOUR UNCLE WILL TAKE YOU HOME. IF IT WAS ANYBODY ELSE, YOU'D BE EXPELLED OR SUSPENDED. AS IT IS, YOU'VE GOT TWO WEEKS OF DETENTION.

The first thing was that I was not only an honor student, I was so quiet, so square, so by-the-book that they knew there was no way I'd bring a knife to school to do anything bad with it.

It was, you understand, a different world then.

The second thing I had going for me was Uncle Ben. Not because he would go easy on me. Definitely not that. But he did the one thing very few adults ever did when I was a kid.

He asked questions, he listened to the answers, and most of all, he ***TRUSTED*** me.

OKAY, PETER, HERE'S THE DEAL.

I BACKED UP YOUR STORY, I TOLD THEM IT WAS MY KNIFE. BUT IF I'M GOING TO LIE ON YOUR BEHALF, IT HAD BETTER BE FOR ONE HELL OF A GOOD REASON.

SO I WANT THE WHOLE TRUTH. EVERY BIT OF IT. AND THEN I'LL DECIDE IF I'M GOING TO REGRET MY DECISION.

So I told him.

I told him everything. He didn't say a word the whole time, not until I'd finished. Then he was quiet for a long moment, and you know what he said?

He said, *"I'm proud of you, Peter. You did the right thing."*

Can you imagine?

God, but I miss him. I miss him every day.

Because what Ben understood is that sometimes, if you don't intervene in time, things have a way of blowing up in your face.

Who knew the metaphor would end up being this literal?

OKAY, SO WHAT'VE WE GOT?

WE'VE CONTACTED THE OWNER OF THE FACILITY, WHO CONFIRMED THAT IT WAS LEASED TO A CHARLES A. WEIDERMAN, RESIDING AT 1423 CLEMENTINE AVENUE.

WE'VE CALLED THE RESIDENCE THREE TIMES, NO ANSWER, SO A UNIT HAS BEEN DISPATCHED TO THAT ADDRESS TO SEE IF HE'S THERE.

GOOD. HOW ARE WE ON CONTAMINATION?

SO FAR THE DAMAGE SEEMS CONFINED TO THE IMMEDIATE VICINITY. HE WAS WORKING WITH A LOT OF HEAVIER COMPOUNDS, WHICH MINIMIZED THE DEGREE OF SPREAD CAUSED BY THE BLAST.

SOME OF THE CHEMICALS ARE PRETTY TOXIC, AND COULD HAVE PSYCHOTROPIC EFFECTS IF ABSORBED INTO THE SKIN. STILL, ACCORDING TO THE INVOICES, MOST OF IT WAS LEGALLY PURCHASED AND LICENSED.

HE WAS *NOT*, HOWEVER, PROPERLY LICENSED TO USE SOME OF THE MORE VOLATILE COMPOUNDS, INCLUDING VIBRANIUM.

I THOUGHT VIBRANIUM WAS PRETTY STABLE.

NORMALLY, IT IS. IF I HAD TO GUESS FROM WHAT I'VE SEEN, I THINK THEY WERE TRYING TO MOVE IT FROM A SOLID INTO A LIQUID FORM USING SOME FAIRLY VOLATILE MEDIUMS THAT CHANGED THE NATURE OF THE COMPOUND AT THE MOLECULAR LEVEL.

AT SOME POINT THERE WAS A REACTION, AND INSTEAD OF ABSORBING THE ENERGY USED IN THE PROCESS, THE VIBRANIUM AMPLIFIED IT UNTIL IT REACHED CRITICAL MASS.

Damn it, Charlie, I tried to warn you.

ANY WAY YOU SLICE IT, THERE WERE INSUFFICIENT SAFEGUARDS, THE SITE WAS WORKING ON UNLICENSED PROCESSES--

SO AT MINIMUM, WE'RE LOOKING AT MANSLAUGHTER CHARGES, MAYBE SECOND-DEGREE MURDER. OR FIRST, GIVEN WHAT HAPPENED THIS MORNING.

WE STILL DON'T HAVE AN I.D. ON HIM YET. WE'VE PUT OUT AN A.P.B., BUT SO FAR NOTHING. BUT SINCE THE GUY WAS COVERED IN THE SAME KIND OF METAL WE FOUND IN THE LAB, IT'S NOT LIKE HE CAN HIDE FOR LONG.

FEMA

ANY MORE INFORMATION ON THE SUSPECT?

WE'LL FIND HIM, SOONER OR LATER.

MACKIE? WHAT IS IT?

I'M NOT SURE...

"...I THOUGHT I SAW SOMETHING MOVING."

Okay, since Charlie was the only one still working at the lab last night, we have two options.

Option One: Charlie was working when someone attacked him and got himself covered with a Vibranium skinsuit, maybe intentionally, maybe not.

Option Two: because I told Charlie I wasn't going to cover up for him, he did something profoundly stupid like rush things in order to prove that he could control the process.

GEE WHIZ, MR. PARKER, WHAT DO YOU THINK THE ODDS ARE ON OPTION TWO?

NOK NOK

COMING...

NOK NOK NOK NOK

Either way, he's in trouble. If it's Option One, I may have to find him and save him from whoever did this.

If it's Option Two, then I don't have to worry, because sooner or later--

--he'll find me.

YOU HAVE TO HELP ME, PETE...PLEASE, YOU HAVE TO HELP ME!

Because it wouldn't be the first time...and because no good deed goes unpunished.

YOU HAVE TO HELP ME, PETE...PLEASE, YOU HAVE TO HELP ME!

WHAT HAPPENED?
TIRES... SOMEBODY SLASHED THEIR TIRES, AND THEY THINK IT'S ME--
DID YOU--
PETER?
WHAT'S GOING ON? I--
CHARLIE? ARE YOU OKAY?
THEY'RE AFTER ME...YOU HAVE TO LET ME HIDE HERE--
SON, IF YOU'RE IN SOME KIND OF TROUBLE, WE SHOULD CALL THE POLICE--
NO! NO POLICE! THAT'LL JUST MAKE THEM MADDER! WE--
WEINERMAN! GET YOUR SORRY BUTT OUT HERE!
OKAY, NOW HOLD ON, IF YOU'VE GOT A PROBLEM, THERE ARE WAYS TO--
THE LITTLE FREAK SLASHED MY TIRES! ALSO HIS, HIS... AND TEDDY'S OVER THERE.
DO YOU *KNOW* IT WAS HIM? DID YOU *SEE* HIM DO IT?
WE DON'T HAVE TO SEE HIM DO IT TO KNOW IT WAS HIM!
LOOK, MISTER, WE GOT NO BEEF WITH YOU, SO JUST GIVE US WEINERMAN AND--
NO.
NO?
NO.
BEN, MAYBE I SHOULD CALL THE--
NOW, YOU'VE GOT ONE CHANCE TO GET THE HELL OUT OF HERE OR THERE'S GOING TO BE TROUBLE. BECAUSE THE ONLY WAY YOU'RE GETTING IN THAT HOUSE IS TO GO THROUGH ME.

HEY, YOU KNOW WHAT?

I GOT NO PROBLEM WITH THAT.

OOOOOOFF!

ANYBODY ELSE WANT TO EXPERIENCE FIRSTHAND WHAT YOU CAN LEARN IN ARMY BASIC TRAINING?

NO?

THEN I SUGGEST THE BUNCH OF YOU CLEAR OUT NOW, BEFORE WE *DO* CALL THE POLICE.

GO ON... SCAT!

Have I mentioned recently how much I miss him?

BEN, ARE YOU--

I'M FINE, MAY.

MR. PARKER, I CAN'T THANK YOU ENOUGH FOR--

SAVE IT.

I'VE JUST GOT ONE QUESTION FOR YOU, CHARLIE. DID YOU SLASH THEIR TIRES?

MR. PARKER, I--

DID YOU DO IT?

NO, OF COURSE NOT, I--

--I--NO, I'D NEVER DO A THING LIKE THAT, I...

YOU DO BELIEVE ME, DON'T YOU?

NO, CHARLIE, I DON'T BELIEVE YOU.

UNCLE BEN, WAIT, I--

PETER, YOU ARE FORBIDDEN TO ASSOCIATE WITH THIS INDIVIDUAL ANY LONGER.

IF YOU'D HAD THE BASIC MORAL COURAGE TO ADMIT WHAT YOU'D DONE, I COULD AT LEAST RESPECT YOU. BUT NOW--

YOU HAVE HALF AN HOUR, ENOUGH TIME FOR THOSE CREEPS TO MOVE ON. THEN YOU'RE TO GET OUT OF THIS HOUSE AND NEVER RETURN.

PETER, YOU'RE SMART, REAL SMART, AND YOU'RE GOING TO HAVE A HARD TIME OF IT. YOU'RE ALSO A GOOD KID, AND IF YOU START HANGING OUT WITH THE WRONG CROWD--

"--THERE'S NO TELLING WHERE YOU MIGHT END UP."

IT WAS A MISTAKE, THAT'S ALL...I WAS TRYING TO ACCELERATE THE PROCESS AND--

AND YOU SCREWED UP. YOU DID EXACTLY WHAT I TOLD YOU NOT TO DO.

I CAN FIX IT--

CHARLIE, TWO PEOPLE ARE *DEAD* AND A BUNCH MORE ARE HURT. HOW DO YOU *FIX* THAT? THEY SAW YOU--

THEY SAW *THIS*...HOW I *LOOK*... BUT THEY STILL DON'T KNOW IT'S *ME* UNDER THE SKINSUIT. IF I CAN GET IT OFF, I CAN AT LEAST SAY I WASN'T THERE--

AND THEN WHAT?

I...WELL, I WAS THINKING I COULD SAY I WAS WORKING, AND SPIDER-MAN BROKE INTO THE PLACE. THERE WAS A FIGHT, AND--

C'MON, YOU READ THE *BUGLE*, PEOPLE WOULD BELIEVE IT. DON'T YOU THINK IT'S A GOOD IDEA?

NO. I DON'T.

PETE, I NEED YOUR HELP. I CAN'T GO BACK TO THE LAB, BUT YOU CAN GET ME THE MATERIAL I NEED TO TRY AND GET THIS OFF. I...I HADN'T GOTTEN TO THAT PART OF THE PROCESS YET, BUT I THINK I KNOW HOW TO DO IT.

IT'LL COST A LOT, AND I CAN'T GET TO MY ACCOUNTS LIKE THIS, BUT IF YOU CAN JUST--

NO.

LISTEN TO ME. YOU'RE IN SHOCK, NOT THINKING RIGHT. THEY SAID THERE COULD BE SOME PSYCHOLOGICAL EFFECTS FROM SKIN CONTACT WITH THAT MATERIAL.

YOU'RE RIGHT, YOU NEED HELP. BUT THE ONLY WAY YOU'RE GOING TO GET IT IS IF YOU TURN YOURSELF IN.

NO, I CAN'T... YOU HAVE TO HELP ME.

I'M *TRYING* TO!

NO...YOU WANT ME IN JAIL SO YOU CAN TAKE THE CREDIT FOR MY WORK! YOU'VE ALWAYS KNOWN I'M SMARTER THAN YOU!

CHARLIE, DON'T BE RIDICULOUS--

DON'T YOU TALK TO ME LIKE THAT!

KRAAK!!

NOW YOU LISTEN TO *ME*...YOU'RE GOING TO *HELP* ME, PETE...YOU'RE GOING TO HELP ME GET *OUT OF THIS*--

OR I SWEAR I'LL KILL YOU AND EVERYONE AROUND YOU!

AMAZING SPIDER-MAN #517 "SKIN DEEP, PART THREE"

IT'S *YOUR* FAULT I RUSHED THE EXPERIMENT!

YOUR FAULT THAT I ENDED UP LIKE THIS!

YOUR FAULT THAT THOSE PEOPLE ARE DEAD!

AND *YOU'RE* GOING TO HELP ME GET OUT OF THIS OR--

OKAY, OKAY, THERE'S NO NEED FOR THREATS. LET'S JUST...DEAL WITH THIS ONE PROBLEM AT A TIME, ALL RIGHT?

SKIN DEEP

PART THREE

Got to be careful...between the chemicals in the skinsuit, and the fact that Charlie was never exactly that stable in the first place, this could go very bad, very fast.

YOU SAID IT YOURSELF, THE ONLY WAY TO KEEP THE POLICE FROM ASSOCIATING YOU WITH THE EXPLOSION AT THE LAB IS TO GET THAT SKINSUIT OFF...BUT THAT REQUIRES RESOURCES AND MONEY WE DON'T HAVE--

NO, YOU'RE WRONG.

I SAID I CAN'T ACCESS MY ACCOUNTS, NOT IN THE AMOUNTS I NEED, LOOKING LIKE THIS. BUT IT'LL TAKE THEM AT LEAST A DAY TO FREEZE WHAT'S LEFT OF THE MONEY FROM STARK INDUSTRIES, AND WE CAN GET THE MONEY OUT BEFORE THEM.

THAT IS, *YOU* CAN GET IT OUT.

I'LL GO BY MY PLACE, SEE IF I CAN GET TO MY CHECKS. I'LL WRITE ONE OUT TO YOU FOR EVERYTHING THAT'S LEFT. I'LL MEET YOU AT THE UNITED BANK ON THIRD IN TWO HOURS, THEN WAIT WHILE YOU GO IN AND CASH IT.

CHARLIE, THAT'S AN AWFUL LOT OF MONEY, I--

I KNOW.

SO LIKE I SAID, I'LL BE THERE, WATCHING. IF ANYTHING GOES WRONG, IF YOU TRY ANYTHING...IT'S NOT JUST YOU THAT'LL PAY THE PRICE. IT'S EVERYONE AND EVERYTHING YOU LOVE.

SEE, THAT'S THE ONLY DIFFERENCE BETWEEN US. YOU GOT LUCKY. YOU HAD FAMILY, AND FRIENDS, AND YOU GOT MJ AND...AND YOU HAD EVERY BREAK I NEVER HAD.

WELL, NOW THAT'S GOING TO CHANGE. YOU'RE GOING TO GIVE ME MY BREAK. I SUFFERED FOR IT AND I'M *ENTITLED* TO IT. SO DON'T SCREW IT UP.

Did I actually think that this *COULD* go very bad, very fast?

COULD implies the future tense.

This is *ALREADY* real bad.

I should've *KNOWN* this was going to happen. Friend or not, guilt over the past or not, I should've known better.

When am I going to learn to listen to the fairy godmother voice in the back of my head that tells me when I'm about to do something massively stupid?

YOU SEE, PETER, THERE ARE TWO KINDS OF PEOPLE IN THE WORLD. THOSE WHO LOOK FORWARD TO WHAT THEY'RE GOING TO DO, AND WHAT THEY'RE GOING TO BE IN THE FUTURE...AND THOSE WHO LOOK TO THE PAST FOR REASONS WHY THEY CAN'T BE ANYTHING MORE THAN WHAT THEY ARE.

THEY BLAME EVERYONE ELSE FOR THEIR MISTAKES, AND SO THEY CAN NEVER MOVE FORWARD.

SO IF SOMEBODY LIKE THAT COMES ASKING FOR A FAVOR...TELL 'EM TO DROP DEAD.

NOW PUT DOWN THAT GLASS SLIPPER, GO OUT THERE AND GET ME SOME PICTURES OF THE ROYAL BALL.

Okay, that settles it. I am in need of some serious, serious counseling.

"SORRY, PAL, YOU CAN'T GO IN THERE."

SEVEN DAYS LEFT UNTIL THE WORLD PREMIERE OF

CATS ALWAYS LIE

A NEW PLAY BY FETTES GREY

THIS IS AN EMERGENCY--

IS IT? BECAUSE I DON'T HEAR ANY POLICE SIRENS, AMBULANCES OR FIRE TRUCKS...AND *THAT'S* WHAT I'D SAY IS AN EMERGENCY.

LOOK--

HAS *ANYONE* BEEN INJURED OR KILLED, PAL?

NOT--

--YET.

THEN I CAN'T HELP YOU.

YOU SEE THAT RED BULB? THAT TELLS ME WHEN THEY'RE READY TO TAKE AN ACT BREAK ON THE DRESS REHEARSAL. UNTIL THEN, NOBODY WALKS INSIDE. DIRECTOR'S ORDERS.

AND HOW LONG UNTIL THE ACT BREAK?

...FOUR, THREE, TWO, ONE...

NOW. YES, IT WAS JUST TEN SECONDS, BUT AS MICHELANGELO SAID, *"TRIFLES MAKE PERFECTION, AND PERFECTION IS NO TRIFLE."* APRÈS VOUS.

BIG CHIN SON OF A--

WHAT WAS THAT, SIR?

NOTHING, I JUST COUGHED.

OKAY, AND THAT'S CURTAIN, AND WE'LL BREAK FOR FIVE. STEVEN, I NEED TO SEE YOU FOR A SECOND--

I KNOW, I KNOW, I BLEW MY CUE, I'M SORRY--

...PETER?

PETER, ARE YOU ALL RIGHT?

NO. LISTEN, I NEED TO TALK TO YOU, I--

DOESN'T THAT GET KIND OF DRAFTY?

PETER, IT'S A *BEDROOM* FARCE.

MJ, I'VE NEVER EVEN SEEN THAT IN *OUR* BEDROOM.

NOT THAT I WOULDN'T MIND, BUT--

PETER...

RIGHT, RIGHT...

LISTEN...WHEN YOU'RE DONE HERE, I WANT YOU TO SWING BY AND GET AUNT MAY, AND CHECK BOTH OF YOU INTO A HOTEL.

WHY?

THINGS WITH CHARLIE HAVE GONE SOUTH IN A BIG WAY. I THINK I CAN TURN IT AROUND, BUT THE THING IS, HE KNOWS WHERE WE LIVE, HE KNOWS WHERE MAY LIVES, AND I WANT TO MAKE SURE YOU'RE OKAY IF THINGS BLOW UP.

"PETER, IS THIS THE SAME CHARLIE WEIDERMAN WE'RE TALKING ABOUT? I THOUGHT YOU SAID HE WAS THE BIGGEST GEEK SINCE--

"--WELL, SINCE YOU."

EMERGENCY 911

"HE WAS, MJ. BUT YOU OF ALL PEOPLE SHOULD KNOW THAT SOMETIMES THINGS CHANGE.

"AND WHEN THEY CHANGE, THEY CHANGE FAST...

"...AND NOT ALWAYS FOR THE BETTER."

MJ...

RIGHT--

DON'T WORRY ABOUT US, PETER...YOU JUST DO WHAT YOU HAVE TO. WE'LL BE FINE.

"WITH ANY LUCK, THIS WON'T BE AS BAD AS YOU THINK."

--CONTINUING OUR COVERAGE OF THE MASSIVE EXPLOSION LAST NIGHT AT THE DELANCEY INDUSTRIAL PARK.

AS REPORTED FIRST IN OUR BROADCAST THIS MORNING, THE FACILITY IN QUESTION WAS RENTED TO A MR. CHARLES WEIDERMAN, WHO HAS NOT BEEN SEEN SINCE THE BLAST THAT ROCKED THIS END OF TOWN.

THOUGH WE HAVE NOT YET BEEN ABLE TO LEARN MUCH ABOUT MR. WEIDERMAN, ONE INDIVIDUAL HAS COME FORWARD WHO SAYS HE KNEW HIM IN EARLIER YEARS.

NO...NO...

YEAH, I KNEW CHARLIE WEINERMAN--I MEAN, WEIDERMAN--WHEN I WAS IN SCHOOL, BACK WHEN IT WAS STILL CALLED MIDTOWN HIGH.

I WAS WATCHING TV IN MY HOUSE BACK THERE WITH MY WIFE, AND WE WERE JUST, Y'KNOW, SNUGGLING--

RICH, WE'RE ON TEEVEE... GIGGLE....

ANYWAY, I SAW THE NAME AND THE PICTURE, AND I SAID TO HER, HEY, SHEILA, THAT'S THAT GUY WE KNEW FROM HIGH SCHOOL!

BECAUSE I'M A GOOD GUY, I DID ALL I COULD TO HELP HIM, Y'KNOW? BE A FRIEND AND ALL. BECAUSE THAT'S JUST THE KIND OF PERSON I AM, Y'KNOW?

BUT SOME PEOPLE JUST DON'T APPRECIATE THAT...Y'KNOW?

TELL YOU THE TRUTH, HE WAS A WEIRD GUY, EVEN THEN.

HOW SO?

WELL, HE WAS JUST WEIRD, Y'KNOW? NEVER GOT ALONG WITH ANYBODY. AND I MEAN ANYBODY.

MIDTOWN! MIDTOWN! SHOUT IT LOUD!

STAND UP TALL! STAND UP PROUD!

GET OUT THERE, DON'T TAKE ALL NIGHT! GET OUT THERE AND FIGHT!

FIGHT!

FIGHT!

YEAH, SHE'S SOMETHING ELSE, Y'KNOW?

I... ER, I MEAN...

YOU WANNA MEET HER?

NO, I...THAT IS, I SHOULDN'T REALLY--

HEY, NO THANKS NECESSARY. I'VE BEEN KINDA HARD ON YOU, SO THIS IS THE LEAST I CAN DO TO MAKE UP FOR IT, RIGHT?

EXACTLY.

WELL, I--

HEY, SHEILA, I WANT YOU TO MEET YOUR BIGGEST FAN.

WELL, I WOULDN'T SAY *THAT*, I--

MY BIGGEST FAN? *AWWW*, THAT'S SO *SWEET*.

SO WHICH OF MY MOVES DID YOU LIKE THE BEST?

WELL, I...ALL OF THEM, YOU WERE GREAT. I MEAN, REALLY GREAT? YOU'RE--

WHAT? I'M WHAT?

YOU'RE... I MEAN...

I THINK YOU'RE BEAUTIFUL.

YOU THINK I--

OH, THAT'S SO *SWEET*. DO YOU REALLY THINK I'M BEAUTIFUL? BECAUSE... WELL, IT'S JUST SUCH A *COINCIDENCE*, SEE--

--BECAUSE MY *BOYFRIEND* THINKS I'M BEAUTIFUL TOO.

WHOOO! GO, SHEILA! WOO-HOO!

HEY...DID I SAY YOU COULD LEAVE?

GOTTA GET SHEILA A SOUVENIR FROM HER BIGGEST FAN.

HEY! LET GO! LET GO!

NO... NO!

OH, *PERFECT!*

FOR THE COLLECTION.

AH-HAA! WHOOOOOO! HOW ROMANTIC! LOOK, IT'S CAPTAIN AMERICA! WHEEEEOOOO!

LOVE ME?

ALWAYS.

REMEMBER ME?

"ALWAYS."

WE SAW THE EXPLOSION ON THE NEWS, IT WAS JUST AWFUL.

YOU THOUGHT YOU WERE SO SMART, THOUGHT YOU WERE **BETTER** THAN ME, BUT YOU'RE A LOSER, CHARLIE. YOU'VE ALWAYS **BEEN** A LOSER AND YOU'RE ALWAYS GONNA BE A LOSER.

WE JUST HOPE HE'S OKAY, Y'KNOW?

BUT ME, I'VE GOT IT ALL...A GOOD JOB, A SEXY, BEAUTIFUL WIFE, AND NO MATTER WHAT YOU DO NOW, YOU'RE STILL GONNA GO TO JAIL.

YOUR WHOLE LIFE IS OVER.

WEINERMAN.

GOOD JOB.

SEXY WIFE.

BUT STILL LIVING IN YOUR DAD'S OLD HOUSE, I SEE.

GOOD. THAT WILL MAKE THIS SIMPLER.

HONEY? THERE'S SOME MORE REPORTERS DOWNSTAIRS WHO WANT TO SEE YOU.

BE RIGHT THERE...JUST GOTTA LOOK GOOD FOR THE CAMERAS.

STRIKE WHILE THE TV IRON IS HOT, RIGHT?

RIGHT!

SHEILA? WHERE'S MY PANTS?

WHAT?

I SAID WHERE'S MY PANTS, I--

FUNNY...I ASKED THAT VERY SAME QUESTION, ONCE UPON A TIME.

YOU THOUGHT IT WAS AWFULLY FUNNY.

DO YOU *STILL* THINK IT'S *FUNNY?*

+GUCCCCH!+

SINCE YOU NEVER PAID ATTENTION IN SCIENCE CLASS... EXCEPT TO COPY FROM OTHER PEOPLE'S TESTS...LET ME GIVE YOU A FREE AFTER-CLASS LESSON.

VIBRANIUM CAN ABSORB THE SOUND OF AN ATOMIC EXPLOSION AND TURN IT INTO A WHISPER.

OR, PROPERLY ATTUNED, IT CAN VIBRATE AT A FREQUENCY THAT CAN SHATTER LEAD AND SPLIT DIAMONDS.

SO I'VE BEEN WONDERING WHAT IT COULD DO TO HUMAN FLESH AND BONE. AND I NEED A TEST SPECIMEN.

SATISFACTORY PARTICIPATION WILL BE HALF YOUR GRADE, SO PAY ATTENTION.

NO...NO... NOOO!

AAAAAAAAA!!!!GHHH!

Where is he?

Charlie should have shown up by now, but there's not a trace of--

Good old spidey-sense... now where is he? Where --

Bingo.

Now all I need is a justification to go down there and get involved.

Fortunately, in his current condition, that won't be hard.

Sorry, Charlie.

WHAT THE--DAMNED WIND!

EEEE!

IT'S THE GUY THE POLICE HAVE BEEN LOOKING FOR!

RUN!

SHUT UP! SHUT UP! YOU'LL RUIN EVERYTHING!

TOO LATE FOR THAT, PAL.

Have to be careful, can't say or do anything that would make him look or listen too carefully.

He's getting more and more deranged from the stress and the skinsuit, but he's still smart, and that makes him deadly... and dangerous to my identity.

LOOK, BUDDY, WE DON'T HAVE TO FIGHT. I HEARD WHAT HAPPENED, AND I DON'T WANT TO HAVE TO HURT YOU--

NO ONE HURTS ME! NO ONE!

OBOY...

YOU'RE JUST LIKE ALL THE REST! BUT I'M NOT GOING TO LET YOU STOP ME! I WONT!

He's stronger than I expected, and he seems to get stronger the madder he gets.

Great, the last thing I needed... Hulk Lite.

Webs are the best chance I have to capture him without hurting him.

YOU KNOW, ON ONE LEVEL, I'M LOVING THE SUIT, BUT IT JUST SCREAMS OUT FOR SOME ACCESSORIZING.

AND HAVING JUST COME FROM THERE, I HAVE TO TELL YOU THAT WEBS ARE ALL THE RAGE IN PARIS THESE DAYS.

Got him! Now maybe that'll--

--nuts, the coat took most of it. Well, just have to try again and--

Oh my God...

...he's covered in blood! Did I hurt him or--

No. No, I didn't.

That's not his blood.

CHARLIE...? CHARLIE, WHAT DID YOU--

HOW DID YOU...HOW DID YOU KNOW MY--

WAIT--

THAT WASN'T AN ACCIDENT, YOU WERE *WAITING* FOR ME!

Oh, no...

THAT CAN ONLY MEAN...

PARKER! *PARKER!*

HE TOLD YOU I WOULD BE HERE, DIDN'T HE? WARNED YOU.

Whew...okay, so far so good... sorta.

I KNEW HE COULDN'T BE TRUSTED! I *KNEW* IT!

HE'LL HAVE TO BE DEALT WITH NOW, JUST LIKE THE REST.

Okay, *NOT* so good.

Have to wrap him-- and this-- up fast.

IF YOU THINK THAT CAN STICK TO A SUBSTANCE CAPABLE OF VIBRATING AT MILLIONS OF OSCILLATIONS PER SECOND--

--THEN YOU'RE NOT NEARLY AS SMART AS I'D HEARD. NOW IT'S MY TURN, AND YOU KNOW WHAT?

I THINK I'M STARTING TO ENJOY THIS.

NO...NO!

NO!

Have to time this just right!

LOOK OUT! RUN!

UHHNNNNH!

I KNEW... THERE WAS A REASON...I DON'T LIKE SUVs...

GOT IT! NOW TO--

WHUMMP!

--NUTS.

Have to pick up his trail, fast, before anybody else gets hurt.

CLICK! CLICK!

CLICK! CLICK!

WHEEEDOOOOWHEEEDOOOOWHEEEEDOO

SKRASH!

I TOLD PARKER... I WARNED HIM. BUT HE DIDN'T LISTEN.

I TOLD HIM THAT IF HE BETRAYED ME AGAIN, I WOULD DESTROY EVERYONE AND EVERYTHING HE LOVES.

NOW HE HAS TO UNDERSTAND--

--I NEVER, EVER BLUFF.

AUNT MAY? YOU THERE? IT'S CHARLIE. PETER'S FRIEND.

LET ME SHOW YOU HOW LITTLE HE THINKS YOUR LIFE IS WORTH.

AMAZING SPIDER-MAN #518 "SKIN DEEP, PART FOUR"

Now that Charlie suspects Peter Parker betrayed him to Spider-Man, it's only a matter of time before he decides to turn his attention in that direction.

The first good thing is that I had MJ collect May and get both of them to a hotel, to keep them safe.

The second good thing is...is...

I really need to get some second good things.

--AN ARTIST'S CONCEPTION OF THE ASSAILANT--

SKIN DEEP

PART FOUR

--AN INDIVIDUAL ENCASED IN A KIND OF BRONZE OR COPPER ARMOR, WHO WAS SEEN FLEEING THE SCENE WHERE A YOUNG MARRIED COUPLE WERE HORRIBLY MURDERED.

Say what?

POLICE HAVE THUS FAR RELEASED FEW DETAILS ABOUT THE DOUBLE SLAYING, EXCEPT TO CONFIRM THAT THE SUSPECT MATCHES THE DESCRIPTION OF AN INDIVIDUAL WHO ATTACKED AND CAUSED THE DEATH OF TWO FIREFIGHTERS IN THE AFTERMATH OF AN EXPLOSION IN A LOCAL INDUSTRIAL PARK.

NO...!

I knew Charlie had flipped, but I assumed he'd take his anger out on me, not--

Nuts.

Okay, Charlie, if there were any kid gloves on earlier, they're sure as hell off now. I--

Oh, no...

That smoke... it's coming from my apartment!

No time for pretense or secret identities now... have to get in and make sure nobody's hurt, make sure MJ got out.

HELLO... IS ANYBODY HERE? HELLO!?

Can't see a thing in this smoke... spider-sense is ringing like a bell. With the fire on all sides, danger all around me, it's hard to pick up on anyone--

--behind me!

WHERE'S PARKER? WHERE IS HE?

OH, I DON'T KNOW ABOUT THAT...I'D SAY I'VE TOUCHED THEM.

HE'S SAFE. THEY'RE *ALL* SAFE, WHERE YOU CAN'T TOUCH THEM.

WHAT ARE YOU... WHAT DID YOU DO?

WHAT DID YOU DO?

My blows aren't even fazing him. The Vibranium in the skinsuit just absorbs the impact...got to try something else before--

OH, NO...YOU'RE NOT GOING ANYWHERE.

LOOKS LIKE ALL I HAVE TO DO NOW IS HOLD ON. MY SKIN IS FIREPROOF... IS *YOURS?*

Can't get loose... bad enough he's super-strong in that thing, but the smoke and heat is getting to me... can't breathe...webs don't work on him...

But they *WILL* work on the ceiling.

Ribs ready to break...just one chance at this... one...two...

THREE!

WHAT THE--

That did it...as strong as he is, he's not used to it...let go out of instinct when the ceiling came down at us...now just have to get out of here...but...can't see...

Can't tell...where the door is...or the window... if I stand up I'll be overcome by smoke... already halfway there...

Hey, MJ...how's your day been? Mine sucks...

And I guess...if I can't get to you through the door... or the window...then I'll just do...what I did...to get you in the first place.

I'll make my *OWN* way.

If he's touched you...if he's harmed you...

...I'll never forgive... myself...

Head spinning from the smoke...but I can't rest... can't stop until he--

...he...

UHNH...

"And what have we learned from this exercise, class?"

WE'VE LEARNED THAT MATTER EXISTS IN THREE STATES: GAS, LIQUID AND SOLID. FURTHER, WE'VE SEEN THAT MATTER CAN BE MOVED FROM ONE STATE TO ANOTHER, IN WAYS THAT ARE OFTEN QUITE DRAMATIC.

GAS
LIQUID

THE KEY, OF COURSE, IS THE DIFFERING SPEED AT WHICH THE MOLECULES-- WHICH IF WE REMEMBER YESTERDAY'S LESSON ARE ALWAYS IN MOTION-- VIBRATE WITHIN THE MATERIAL WE'RE LOOKING AT.

HEY, CUT IT OUT!

STATE
GAS
LIQUID
SOLID

I DIDN'T THROW ANYTHING--

YES, YOU DID. YOU HIT HIM WITH A VOLLEYBALL.

THAT WAS YEARS AGO, CHARLIE!

YOU ALWAYS RUIN EVERYTHING!

YEAH...AND HOW AM I SUPPOSED TO STUDY WHEN I KNOW I'M GOING TO TURN INTO *YOU?*

HEY!

NOW, STUDENTS, DON'T FIGHT.

HE STARTED IT! *HE'S* THE ONE WHO GOT BIT BY THE SPIDER!

NUH-UH. THAT DOESN'T EVEN HAPPEN FOR ANOTHER *YEAR.* THAT'S ALL *YOU.*

SO, IF WE CAN GET BACK TO OUR LESSON--

--IT'S POSSIBLE TO MOVE MATTER FROM ONE STATE INTO ANOTHER BY CHANGING OUTSIDE VARIABLES THAT AFFECT THE SPEED AT WHICH THE MOLECULES VIBRATE. THE SLOWER THE VIBRATION, THE DENSER THE MATERIAL.

WHAT? I CAN'T HEAR HER. CAN YOU HEAR HER? BECAUSE I GET THE FEELING THIS IS IMPORTANT.

IF YOU THINK I'M GOING TO HELP YOU OUT, YOU'RE WRONG, PETER.

BECAUSE YOU RUINED MY LIFE!

MINE TOO!

YEAH, AND MINE!

AND UNCLE BEN'S, AND AUNT MAY'S, AND MJ'S, AND GWEN'S, AND CAPTAIN STACY'S, AND BETTY'S, AND--

YADDA YADDAYADDA YADDA

OKAY, OKAY, I GET THE POINT, I--

BLAHBLAH BLAHBLAHBLAH... VIBRANIUM... BLAHBLAHBLA BLABLAH

WAITAMINNIT... WHAT? WHAT WAS THAT ABOUT VIBRANIUM?

THE MOLECULES IN SOLID MATTER ARE STILL VIBRATING IN PLACE, AND STOP ONLY WHEN THEY REACH A TEMPERATURE OF ABSOLUTE ZERO.

BUT IN THE CASE OF VIBRANIUM, EVEN AT ROOM TEMPERATURE THE MOLECULES ARE ABSOLUTELY STILL. AS A RESULT, ANY INCOMING VIBRATIONS ARE COMPLETELY NEUTRALIZED.

MR. STARK?

WE KNOW HEAT CAN BE USED TO MOVE ORDINARY MATTER FROM ONE STATE TO ANOTHER, FROM SOLID TO LIQUID TO GAS, BUT WHAT ABOUT VIBRANIUM? IF IT'S BEEN MOVED TO ANOTHER STATE--

LIKE CALIFORNIA!

SHUT IT!

GOOD ONE.

UNFORTUNATELY, TEMPERATURE DOESN'T ALWAYS WORK ON VIBRANIUM OR OTHER ELEMENTS.

HELIUM, FOR INSTANCE, CANNOT BE SOLIDIFIED BY LOWERING ITS TEMPERATURE. THE ONLY WAY TO SOLIDIFY LIQUID HELIUM IS TO USE EXTREME PRESSURE, USUALLY AROUND 25 ATMOSPHERES, OR ROUGHLY 367.5 POUNDS PER SQUARE INCH.

SIMILARLY, VIBRANIUM CAN ONLY BE MADE SOLID THROUGH THE USE OF EXTREME PRESSURE, MAYBE A BURST OF 13 ATMOSPHERES. BECAUSE OF ITS DENSITY, WHICH IS GREATER THAN CARBON OR TUNGSTEN, IT CAN ONLY BE CHANGED INTO GASEOUS FORM AT TEMPERATURES IN EXCESS OF OF SIX THOUSAND DEGREES FAHRENHEIT.

WAIT... I THINK...I THINK I MAY HAVE IT...

...IT'S THE ONLY WAY TO STOP YOU, BUT I DON'T KNOW IF YOU'LL FORGIVE ME.

OF COURSE WE WON'T.

"HAS ANYONE, EVER?"

IS HE DEAD?

UNDER THAT MASK, WHO CAN TELL?

DUDE, HE'S MOVING.

OKAY, THEN DEAD, PROBABLY NOT SO MUCH.

YOU OKAY? I CAN GET YOU SOME WATER--

NO, I'M...I'M ALL RIGHT, I--

--GOD. DID EVERYONE GET OUT?

YEAH, NOBODY GOT HURT. THE FIRE WAS CONFINED MAINLY TO ONE APARTMENT. BUT YOU ***KNOW*** IT'S GOING TO BRING DOWN THE PROPERTY VALUE. DID YOU SEE WHAT--

SORRY, I...I HAVE TO GO.

YEAH, SURE, SWING BY ANY TIME YOU WANT TO SCOPE OUT ORDINARY FOLKS HAVING A REALLY BAD DAY.

HEY, C'MON, CUT THE GUY SOME SLACK--

"--LOOKED TO ME LIKE HE WAS HAVING A PRETTY BAD DAY HIMSELF."

Can't stop to think about the apartment now. What's gone is gone. What matters now is stopping Charlie.

And I think I know just where to go for the help I need.

WELL, DID HE SAY WHAT THE LONG-TERM INTEREST SITUATION WOULD BE? NO, I WANT REAL NUMBERS, NOT SPECULATION.

PSSST...

THAT'S NOT GOOD ENOUGH, I--

BOSS... PSSST...HEY, BOSS...

SO, LIKE I WAS WONDERING, CAN I BORROW SOME OF YOUR REALLY EXPENSIVE EQUIPMENT AND, LIKE, TRASH IT? CAN I? HUH? CAN I? AND THEN CAN I HAVE THE KEYS TO THE CAR, LIKE LAST WEEK WHEN I NEEDED IT FOR LIKE SCHOOL AND STUFF?

BILL? I'LL GET BACK TO YOU.

ANYBODY EVER TELL YOU THAT YOU'D MAKE A REALLY GREAT IMAGINARY TEACHER? OF COURSE, THAT WOULD MEAN FINDING AN IMAGINARY OPENING IN AN IMAGINARY SCHOOL, AND WITH SO MANY IMAGINARY CUTBACKS...

YOU'VE GOT TWO MINUTES, PETER. SPEND THEM WISELY.

YESSIR.

TWO MINUTES LATER...

Boy, he can be grumpy some days. But at least phase one is in place. Now for phase two...

...after I make one call.

CASA QUESADA HOTEL, HOW MAY I DIRECT YOUR CALL?

MARY JANE PARKER'S ROOM, PLEASE.

PETER? ARE YOU OKAY? I COULD SEE THE FIRE FROM HERE, AND--

I'M GOOD, MJ. BUT THE APARTMENT IS GONE.

OH, NO...

BUT THAT DOESN'T MATTER RIGHT NOW. ARE YOU AND MAY ALL RIGHT?

IT'S PETER. WE'RE ALL RIGHT, RIGHT?

WE'RE BOTH FINE, PETER. BUT THIS IS A VERY STRANGE HOTEL. APPARENTLY AT *CASA QUESADA* HOUSEKEEPING ONLY COMES BY ONCE EVERY SIX MONTHS.

NOW, AUNT MAY, YOU'RE EXAGGERATING.

YES, I'M KNOWN FOR THAT.

HAVE YOU FOUND CHARLIE YET?

FOUND, THEN LOST AGAIN. BUT WITH EVERY COP IN TOWN LOOKING FOR HIM ON MURDER CHARGES, I SHOULD BE ABLE TO PICK UP THE TRAIL PRETTY FAST.

HOW?

HEY, THIS IS NEW YORK, WHERE THE FIRST RULE IS ALWAYS...

...JUST FOLLOW THE SIRENS.

I SAID LEAVE ME ALONE!

I'M NOT AFRAID OF YOU! YOU HEAR ME? YOU CAN'T HURT ME!

He's out of his mind... deranged by the chemicals...desperate to escape, and they can't hurt him in that skinsuit...have to get in there before anybody else gets hurt.

YOU WANT TO FIGHT? HUH? WELL, THEN, COME ON!

CRUNCH!

OH, SO NOW YOU'RE AFRAID, HUH? NOW YOU DON'T KNOW WHAT TO--

WHAT'RE YOU--

Got to focus his anger on me, not them.

Fortunately, I've never had a problem with that.

--LOOKING AT?

HOW-DO.

YOU!

SO, OBI-WANNA-BE, IS THAT A LIGHT POLE IN YOUR HANDS, OR ARE YOU JUST HAPPY TO SEE ME?

KER-WHAMM!

LOOK, BUDDY, WOULDN'T IT BE EASIER TO JUST GIVE UP? I MEAN, LOOKING LIKE THAT, IT'S NOT LIKE YOU CAN JUST SLIP OUT OF TOWN WITHOUT BEING NOTICED. IF YOU GO WITH THE NICE OFFICERS, THEY CAN--

Whoa...I forget sometimes how fast he is. Still, I have to keep at him until I get him into position.

I'M NOT A LOSER! THIS ISN'T MY FAULT! IT'S PARKER! IT'S HIS FAULT! HE BETRAYED ME!

That's it, just keep ranting for ten more seconds--

--enough so he's distracted. Because even though my webbing doesn't stick to that skinsuit--

BUT IF YOU *REALLY* WANT TO STICK AROUND I SUPPOSE WE COULD ALWAYS GET YOU A JOB AS A STAND-IN FOR THE OSCAR AWARD. WE COULD CALL YOU THE LOSER AWARD.

SHUT UP!

--it'll stick just fine to those cars.

One Charlie sandwich, coming up.

AMAZING

Got him!

Just got to web these in place before he can recover and get any leverage. And then it's up, up and--

--owee!- owee!- owee!--

BOY that's heavy!

Can hear him smashing around in there...can't hold him for long. Just got to...keep it together...for a little longer...

I don't want to do this... but I can't have Charlie turning into another Mark Raxton, another Molten Man. Yeah, Mark's better now, but too many people died on the way. I can't take that chance again.

This is SO gonna hurt.

CRASH

UHNNH!

UH-OH... NO TIME TO REST NOW, PETER.

DID YOU THINK *THAT* WAS GOING TO STOP ME? I'M NOT SOME WEAKLING ANYMORE...I'M NOT ***HELPLESS*** ANYMORE. I CAN DO ***ANYTHING*** I WANT, I--

SAVE IT.

--OOOOF!

WHAT... WHAT'RE YOU--

I'M SORRY, CHARLIE, BUT IT HAS TO BE THIS WAY.

INCREASING PRESSURE TO 15 ATMOSPHERES.

"I know this isn't easy, Charlie, but it's really the best thing."

IT WASN'T WORKING FOR YOU HERE. A NEW TOWN, A NEW JOB FOR YOUR DAD, A DIFFERENT SCHOOL... MAYBE IT'LL BE BETTER.

FRAGILE

YEAH, RIGHT.

LIKE THOSE GUYS CAN'T BE FOUND AT ANY SCHOOL IN THE COUNTRY.

I KNOW... BUT THERE'S DEGREES OF DIFFERENCE, YOU KNOW?

"AT LEAST THIS WILL TAKE SOME OF THE PRESSURE OFF YOU...BECAUSE NOBODY CAN TAKE THAT FOR VERY LONG."

NO! LET ME OUT! LET ME GO!

CHARLIE! WE HAVE TO GO NOW. SAY GOODBYE TO YOUR FRIEND AND LET'S GO.

YES, DAD.

FRAGILE

LIVING ROOM

WELL, TAKE CARE OF YOURSELF, PETE.

YOU TOO. IF YOU NEED ANYTHING, NOW OR WHENEVER... YOU KNOW WHERE TO FIND ME.

YEAH... YEAH, I DO. THANKS, PETE.

HEY, PETER?

YEAH?

YOU THINK THERE WILL EVER BE A DAY WHEN I DON'T FEEL... HELPLESS ALL THE TIME?

I HOPE SO, CHARLIE. FOR BOTH OF US. BECAUSE NOW THAT YOU'RE GONE, THOSE GUYS WILL BE REDISCOVERING ME REAL FAST...AND I CAN'T STOP HOPING THAT SOONER OR LATER...THINGS CHANGE, YOU KNOW?

I DON'T KNOW HOW, OR WHERE OR WHY...ALL I KNOW IS THAT THEY *HAVE* TO CHANGE, SOMEHOW.

SEE YOU, PETE.

GOOD LUCK, CHARLIE.

I know what he meant. It's something you really have to experience in order to understand...that the worst thing in the world...

...is to be helpless... helpless...

...helpless...

IT WAS A GOOD SOLUTION, PETER. YOU COULD'VE GONE FOR HEAT TO DISSIPATE THE SKINSUIT, BUT IT WOULD'VE KILLED HIM. BY RAISING THE PRESSURE TO A CRITICAL POINT, THE VIBRANIUM COULD REVERT TO SOLID FORM AGAIN.

YEAH... WHATEVER...

TROUBLE IS, NOW HE'S TRAPPED IN THAT THING. THE DOCTORS SAY THEY CAN GET IN ENOUGH TO TAKE CARE OF HIS BODILY NEEDS, BUT STRIPPING IT OFF MAY BE IMPOSSIBLE. HE MIGHT BE LIKE THIS THE REST OF HIS LIFE.

DON'T BELIEVE IT, PETER. NOTHING'S IMPOSSIBLE. YOU OF ALL PEOPLE SHOULD KNOW THAT. TAKE COMFORT IN IT.

YEAH...I'M SURE I'LL GET A LOT OF COMFORT OUT OF THAT.

EXCUSE ME....

...ARE YOU MR. PETER PARKER?

YES, IS THERE A PROBLEM?

PHONE FOR YOU. IT'S YOUR WIFE.

MJ?

PETER, I... OH GOD...I'M OVER AT AUNT MAY'S HOUSE AND--

WHAT? WHAT IS IT? ARE YOU OKAY? IS MAY--

SHE...SHE'S ALL RIGHT, BUT WHEN CHARLIE BURNED DOWN THE APARTMENT, I THOUGHT WE COULD COME HERE, TO HER PLACE FOR A WHILE, AND--

AND WHAT? WHAT HAPPENED?

HE BURNED DOWN HER HOUSE, PETER...IT'S GONE... IT'S GONE...

IT'S JUST... GONE.

AMAZING SPIDER-MAN #519 "MOVING UP"

MOVING UP

All my life, I've been afraid that someday my life as Spider-Man would come back to haunt me... and harm the ones I love.

And now...now my apartment is gone, burned to the ground, and Aunt May's home... her *HOME*...is gone...

Not because of Spider-Man, but because of Peter Parker's mistake.

She's lost everything... everything.

How do I live with myself after this?

EVERYTHING OKAY?

I EXPLAINED... WELL, AS MUCH AS I COULD. I THINK THEY'RE GOING TO HAVE MORE QUESTIONS LATER, BUT FOR NOW, IT'S ENOUGH.

THIS ISN'T YOUR FAULT, YOU KNOW.

TELL THAT TO MY CONSCIENCE... OR AUNT MAY.

DID YOU TRY TO TALK TO HER?

TRIED, FAILED. I BARELY OPENED MY MOUTH AND SHE JUST... TURNED AWAY AND KEPT WANDERING AROUND WHAT'S LEFT. I CAN'T EVEN LOOK HER IN THE EYE.

SHE'S STUNNED, PETER. WE ALL ARE. ONCE SHE'S HAD A CHANCE TO PROCESS EVERYTHING--

JUST... GIVE HER TIME, THAT'S ALL.

THE POLICE SAY THEY CAN HAVE SOMEONE KEEP AN EYE ON THE PLACE TONIGHT, SCARE OFF ANY LOOTERS UNTIL WE CAN DO A THOROUGH SEARCH FOR ANYTHING THAT SURVIVED THE FIRE. IF IT TAKES A WHILE, WE CAN HIRE A SECURITY GUARD--

I KNOW...

--AND WE'LL HAVE TO FIND A PLACE FOR ALL OF US TO STAY.

...I KNOW, I JUST--

--I DON'T KNOW WHAT I WOULD DO WITHOUT YOU SOME DAYS, MJ. WITH ALL THIS, I'M JUST...IT'S LIKE I'VE SHUT DOWN. THIS IS THE WORST THING IN THE WORLD, MJ.

NO, IT'S NOT, PETER.

THE WORST THING IN THE WORLD... WOULD BE IF I LOST YOU. EVERYTHING ELSE, I CAN HANDLE.

YOU HAVE TO BE STRONG 99% OF THE TIME. ONCE IN A WHILE, IT'S GOOD FOR ME TO CARRY THAT ONE PERCENT...SO YOU DON'T HAVE TO.

I LOVE YOU.

I LOVE YOU, MJ, I--

HONK-HONK

DID YOU SEND FOR A LIMO?

YEAH, I PAID FOR IT OUT OF THE MONEY FROM MY NEWSPAPER ROUTE.

NO, I HAVE NO IDEA, IT--

HELLO, PETER...

MISTER STARK...?

SOMEDAY I'M GOING TO BREAK YOU OF THAT "MISTER STARK" HABIT. IT'S TONY. AND YOU MUST BE MARY JANE.

YES, I... IT'S GOOD TO MEET YOU. PETER'S TOLD ME SO MUCH ABOUT YOU.

WHEN I HEARD WHAT HAPPENED, I GOT HERE AS FAST AS I COULD. I'M SO SORRY.

THANKS, IT'S... A LITTLE OVER-WHELMING.

I'M NOT SURPRISED. THAT'S WHY I CAME, TO OFFER MY HELP. YOU'RE ONE OF THE AVENGERS NOW, SON, AND WE LOOK AFTER OUR OWN.

WELL, IF YOU'VE GOT A FEW SECURITY GUARDS TO SPARE, WE COULD USE THEM TO KEEP AN EYE ON THE PLACE--

ALREADY ON THEIR WAY. BUT THAT'S NOT WHY I'M HERE. YOU'RE GOING TO NEED A PLACE TO STAY FOR A WHILE.

I...WE CAN'T TAKE CHARITY, MR. ST--TONY.

GOOD, BECAUSE I'M NOT OFFERING ANY.

I WANT YOU TO MOVE INTO AVENGERS TOWER. *ALL* OF YOU.

I... THAT'S--

I WON'T TAKE NO FOR AN ANSWER. IT'S THE LEAST WE CAN DO.

AND IT'S VERY GENEROUS, BUT HOW DO WE--

PETER? WHERE'S AUNT MAY?

AUNT MAY? AUNT MAY?!

SHE MUST'VE GONE UPSTAIRS...BUT THE FIREMEN SAID THE FLOOR COULD GIVE OUT ANY SECOND--

WAIT HERE!

Stupid, stupid...you could see she was in shock, you shouldn't have let her out of your sight.

AUNT MAY? AUNT MAY, WHERE ARE YOU?

AUNT MAY?!

THE BED... IT'S FALLEN INTO THE BED FRAME--

I knew it, she's in shock.

DON'T MOVE!

OKAY, NOW JUST STAY THERE, AND I'LL--

YOU HAVE TO HELP ME WITH THE BED.

THERE'S NOTHING TO CLEAN UP, AUNT MAY, NO POINT TO MAKING THE BED, IT'S GONE, IT'S--

PETER--

--I'M *NOT* SENILE, I'M *NOT* IN SHOCK, AND I *KNOW* WHAT I'M DOING. NOW PLEASE LIFT THE BED.

YES, MA'AM.

I READ ONCE THAT BECAUSE THEY STARTED MAKING MATTRESSES FROM FIRE-RESISTANT MATERIAL, THE BED-FRAME MIGHT BURN AND COLLAPSE, BUT THE MATTRESS WOULD JUST SMOLDER AND FALL ON ANYTHING UNDER IT.

AND THAT'S WHEN I DECIDED TO KEEP IT HERE... JUST IN CASE.

DECIDED TO KEEP *WHAT* HERE, AUNT MAY? I--

--OH.

THIS IS ALL I NEED. NOTHING ELSE MATTERS.

THE FIRE CAN HAVE THE REST.

YOU KNOW, SOMEDAY THEY'RE GOING TO FIND A WAY TO BOTTLE THE STRENGTH OF THE PARKER WOMEN...AND ON THAT DAY...THE CRIMINALS OF THE WORLD BETTER LOOK OUT.

SO IF YOU CAN GIVE ME A LIST OF ANYTHING YOU NEED... CLOTHES, TOILETRIES, WHATEVER...I CAN HAVE THEM PICKED UP AND BROUGHT HERE.

PETER...THIS FEELS SO WEIRD... LIKE I'M WALKING INTO A DREAM.

MJ, YOU DON'T KNOW THE HALF OF IT...

...BUT YOU'RE ABOUT TO FIND OUT.

OH... MY...

SAY HELLO TO YOUR HOME AWAY FROM HOME. EVERYBODY, MAY AND MARY-JANE.

LADIES, I'D LIKE YOU TO MEET LOGAN, A.K.A. WOLVERINE.

HEY.

SPIDER-WOMAN, JESSICA DREW...AND OVER THERE, LUKE CAGE.

HI.

AND LAST BUT NOT LEAST, STEVE ROGERS.

HOW'S IT GOING?

IT'S AN HONOR TO MEET YOU, MA'AM. YOUR NEPHEW HAS TOLD US SO MUCH ABOUT YOU.

HE HAS...?

VERY FEW PEOPLE ARE STRONG ENOUGH TO BEAR THE SECRET THAT YOU CARRY. YOU'VE GUIDED HIM INTO BECOMING A FINE YOUNG MAN, AND THAT'S A GREAT ACCOMPLISHMENT.

IT IS? I MEAN...YES, I MEAN...THANK YOU, I--

--MY LATE HUSBAND, BEN, SAW YOU ONCE, DURING THE WAR. HE WAS JUST A BOY, OUT OF MP SCHOOL, BUT IT MEANT SO MUCH TO HIM.

ARE THOSE PICTURES OF YOUR HUSBAND?

YES.

PERHAPS YOU CAN SHOW ME SOMETIME.

I...I'D BE HONORED, THANK YOU.

LOOKS LIKE OLD RED, WHITE AND BLOOMERS FOUND HIMSELF A GROUPIE.

I SUPPOSE.

MAKES SENSE...THEY'RE BOTH FROM THE SAME GENERATION, RIGHT?

SO THAT'S YOUR WIFE, RIGHT?

YEAH.

HUH.

HUH? HUH WHAT?

TERRIBLE WASTE OF A PERFECTLY GOOD BABE.

HEY!

JUST SAYIN', THAT'S ALL.

AH, JARVIS, THERE YOU ARE. MS. MAY PARKER, THIS IS JARVIS, HE KIND OF RUNS THE PLACE. HE CAN SHOW YOU TO YOUR ROOM.

MADAM.

I'LL BE AROUND LATER IF YOU WANT TO TALK.

THANK YOU.

IF YOU'LL COME THIS WAY. YOUR ROOM IS JUST DOWN THE HALL AND TO THE RIGHT.

THANK YOU... I'M AFRAID I'M SHAKING LIKE A LEAF. THESE PEOPLE, THEY--

WELL, THEY'RE JUST SO--

YES, AMAZING, AREN'T THEY?

DIFFERENT WAS THE WORD I WAS THINKING OF. AND DIFFERENT CAN BE EXCITING, BUT ALSO A BIT INTIMIDATING.

IT'S NICE TO BE ABLE TO TALK TO SOMEONE A BIT MORE LIKE ONE'S OWN SELF, DON'T YOU THINK?

WELL, I--

BECAUSE LIVING UP HERE ALL THE TIME, I'M GUESSING YOU DON'T HAVE MUCH OPPORTUNITY TO TALK WITH SOMEONE LIKE YOURSELF, DO YOU?

TO TELL YOU THE TRUTH, MADAM, NO, I DON'T. AND IT'S QUITE REFRESHING, I MUST SAY, MS. PARKER.

PLEASE... CALL ME MAY.

OF COURSE.

"THIS IS OUR ROOM?"

YEAH... APPARENTLY TONY RAN OUT OF THE REALLY *NICE* ROOMS, SO WE'LL HAVE TO MAKE DO WITH THIS OLD THING.

WOW. IT'S JUST...

WOW. IT'S GORGEOUS.

BUT DO YOU KNOW WHAT I LIKE BEST? FOR THE FIRST TIME, I'M LIVING INSIDE YOUR WORLD. I'VE ALWAYS IMAGINED IT, THOUGHT ABOUT IT, EVEN HAD IT COME OUT AND TOUCH MY WORLD FROM TIME TO TIME... BUT NOW I'M *INSIDE* IT.

AND YOU KNOW WHAT? IT FEELS GOOD. IT MAKES ME FEEL CLOSER TO YOU.

YOU KNOW WHAT I THINK WOULD MAKE YOU FEEL EVEN CLOSER?

PETER...?

SHHHH.

BUT...IT'S THE MIDDLE OF THE DAY, AND THERE ARE PEOPLE OUT THERE.

THEY'RE GROWN-UPS. YOU WOULDN'T BELIEVE HOW MANY WOMEN WOLVERINE BRINGS AROUND.

OH, REALLY?

YEAH...AND FROM WHAT I'VE SEEN OF SOME OF THEM, IT'S A DARNED GOOD THING HE HAS A MUTANT HEALING FACTOR.

GIGGLE...

IF A KISS MAKES EVERY-THING BETTER, THEN HOW MUCH BETTER CAN--

PETER...

YEAH?

YOU TALK TOO MUCH.

YOU'RE RIGHT...AND THE ONE THING I DON'T *EVER* WANT TO DO--

--IS TO WASTE A PERFECTLY GOOD BABE.

"BESIDES, IT'S A QUIET DAY AROUND HERE, AND I LEARNED TO TAKE ADVANTAGE OF THEM... BECAUSE THEY NEVER LAST."

LATER, ACROSS TOWN.

HEY... WHERE'RE YOU GOING...?

THE BATHROOM.

...BUT WE...WE'RE GONNA...

AFTER I GO TO THE BATHROOM.

YOU'RE BEAUUUUUUTIFUL...

NOW, YOU JUST KEEP THAT ENGINE RUNNING, AND I'LL BE RIGHT BACK.

OOOOKAY...

HEY, Y'KNOW WHAT?

WHAT?

YOU'RE GONNA BE THE BEST I EVER HAD. AND I HAD ALL *KINDS* OF WOMEN...EN.

AND I'M GOING TO LOOK EVEN BETTER TO YOU IN JUST A MINUTE.

WOULD YOU LIKE ANOTHER GLASS OF CHAMPAGNE?

SUUUUUUUURE.

THE FIVE OF US, SEE... WE DIVIDED UP THE COUNTRY...NOBODY SAID BOO. NEW YORK, CHICAGO, L.A., DALLAS AND...OH, YEAH...MIAMI. I ALWAYS FORGET MIAMI.

BEFORE US...IT WAS JUST A BUNCH OF OLD GUYS RUNNING AROUND IN THESE FUNNY ASS CLOAKS SAYIN' THEY WERE GONNA RUN THE WORLD...AN' THEY JUST, LIKE...DISAPPEARED. LEFT THE WHOLE STRUCTURE BEHIND.

AND WE... WE TURNED THIS INTO THE BIGGEST SYNDICATE ANYBODY'S EVER SEEN. THE MONEY...OH, MAN...

AN' YOU...YOU DO WHAT YOU SAID...AS GOOD AS YOU SAY...AND YOU CAN HAVE AS MUCH OF IT AS YOU *WANT*, BABY.

YOU'VE GOT YOURSELF A DEAL. NOW, DRINK YOUR DRINK, AND I'LL BE RIGHT BACK.

YOUGODDIT...

OPEN CHANNEL D.

CHANNEL OPEN. WHAT'S YOUR STATUS?

SITUATION NOMINAL.

AS WE SUSPECTED, THEY'RE PROCESSING THE DRUG MONEY THROUGH A COMPANY IN THE CAYMAN ISLANDS. MAYBE AS MUCH AS A HUNDRED MILLION PER YEAR.

ONCE HE'S OUT, I'LL BOOT UP HIS LAPTOP AND SEE WHAT ELSE I CAN FIND.

SOUNDS SEXY. SO NO PROBLEMS?

NO. IT'S ALMOST TOO BAD. THEY CAN CALL THEMSELVES WHATEVER THEY WANT, BUT AT THE END OF THE DAY THEY'RE STILL SMALL-TIME HOODS.

THE GOOD OLD-BAD OLD DAYS COLONEL FURY LIKED TO TALK ABOUT ARE DEAD AND GONE. I--

CLICK

WHO--

DEAD AND GONE. MOST APT.

NO, IT...IT CAN'T BE--

PFFT!

KIRA? KIRA, ARE YOU THERE? KIRA...?

ROOM'S JUST...SPINNING... ROUND AND ROUND AND ROUND...FEELS LIKE... LIKE I'M GONNA FALL RIGHT OFF THE PLANET.

AND SO YOU ARE.

WHO--

AND DO YOU KNOW *WHY* YOU'RE ABOUT TO FALL OFF THE PLANET?

BECAUSE YOU'RE TOO WEAK TO HOLD ON.

KNOCK HIM OUT. IN HIS CONDITION, IT SHOULDN'T BE TOO

...MMM MMMMMMF FFFFF...

MMM MMMMPP PHHH!

AH, I SEE THE LAST OF YOU IS AWAKE AT LAST.

NOW WE CAN BEGIN.

BY NOW, I'M SURE THAT EVEN THE SLOWEST OF YOU HAS COME TO REALIZE THAT YOU WILL NEVER LEAVE THIS ROOM ALIVE. THE QUESTION YOU CAN'T UNRAVEL IS--

--WHO IS DOING THIS TO YOU?

ONCE, WE WERE A POWER TO BE RECKONED WITH. THE BAREST WHISPER OF OUR NAME WAS SUFFICIENT TO STRIKE FEAR IN PLACES WHERE FEAR HAD NEVER BEFORE BEEN KNOWN. WE STRADDLED THE WORLD ON LEGS OF FIRE AND STEEL.

BUT MISTAKES WERE MADE, INCLUDING THE GREATEST MISTAKE OF ALL.

WE UNDER-ESTIMATED OUR ENEMIES.

WE WERE DEFEATED, REPEATEDLY, AND WITH DEFEAT COMES A LOSS OF RESPECT, A TERMINUS OF FEAR.

IN FIGHTING BACK, WE EXHAUSTED OUR RESOURCES, BECAUSE WE HAD NOT COMPENSATED FOR THE STRENGTH OF OUR OPPOSITION. IN THE END, WE HAD ONLY TWO CHOICES.

TERMINATION...OR TRANSFORMATION.

THUS...WE DISAPPEARED--

--AND ALLOWED THE ORGANIZATION FOR WHOM SO MANY OF US HAD SHED OUR BLOOD TO FALL INTO THE HANDS OF MEDIOCRE MEN.

MEN OF GREAT AMBITION BUT SMALL DREAMS.

MEN... LIKE YOU.

THROUGH YOU, WE ALLOWED OUR LEGACY TO BECOME TRIVIAL... TO BECOME ABOUT THEFT AND SYNDICATES AND DRUG IMPORTATION AND MONEY LAUNDERING. NO DIFFERENT FROM A HUNDRED OTHER SYNDICATES, RUN BY GRASPING, DESPERATE MEN WHO BELIEVE THAT MONEY IS THE GOAL--

--NEVER REALIZING, NEVER UNDERSTANDING--

--THAT MONEY IS JUST A MEANS TO AN END. ONE OF MANY.

JUST AS YOU WERE A MEANS TO AN END. OVER THE LAST FIVE YEARS, YOU HAVE FILLED OUR COFFERS WITH ALL THE MONEY WE WOULD EVER NEED TO REINVIGORATE OUR ORGANIZATION...TO RESTRUCTURE, REGROUP, RETHINK AND--

--RETURN.

WHICH IS WHAT WE *DO*, YOU SEE.

WE SHALL NEVER BE DESTROYED.

CUT OFF ONE LIMB AND TWO MORE SHALL TAKE ITS PLACE.

HAIL HYDRA.

THE BANK ACCOUNTS HAVE ALL BEEN TRANSFERRED, PASSWORDS CHANGED, TROUBLESOME LIEUTENANTS...ELIMINATED.

"PHASE ONE IS NOW COMPLETE.

"PHASE TWO HAS BEGUN. OUR PEOPLE HAVE RECEIVED THE SIGNAL TO AWAKEN FROM THEIR ENFORCED SLUMBER... FROM THE IGNOMINY OF THEIR SILENCE IN THE FACE OF A WORLD THAT HAD ALL BUT DISMISSED US.

"PHASE THREE...IS IN MOTION."

WELCOME... TO PHASE FOUR.

FOR THE FIRST TIME, AMERICA IS TRULY VULNERABLE. HER MILITARY MIGHT IS OVER-EXTENDED, HER PORTS AND CITIES UNDER THE MOST FRAGILE OF CARE.

THIS AT A TIME WHEN IT HAS ANNOUNCED ITS DECISION TO END TYRANNY--

"--WITHOUT UNDERSTANDING THAT TYRANTS, PUT ON NOTICE, WILL DO WHATEVER IS NECESSARY TO MAINTAIN THEIR POSITION."

OUR FIRST MISTAKE WAS TO ACT TOO COMPLETELY ON OUR OWN. IN THE WORLD AS IT IS NOW, WE NEED ALLIES...EVEN IF IN TIME WE DISPENSE WITH THEM EVEN AS WE DID THOSE MEN.

THERE IS AN OLD SAYING... THE ENEMY OF MY ENEMY IS MY FRIEND.

IF WE CAN PROVE THAT WE CAN STRIKE AMERICA WITH IMPUNITY...WE SHALL HAVE ALL THE FRIENDS, ALL THE MONEY, AND ALL THE SUPPORT WE WILL EVER NEED.

OUR SECOND MISTAKE... WAS A VIOLATION OF THE BASIC TENET OF WARFARE. YOU MUST MEET THE FORCE OF YOUR ENEMIES WITH EQUAL OR GREATER FORCE.

"OUR ENEMIES HAD MEN OF GREAT POWER, GREAT STRENGTH. WE, IN OUR VANITY, BELIEVED WE COULD OUT-THINK AND OUT-STRATEGIZE OUR ENEMIES. THAT OUR *WILL* WAS SUFFICIENT TO OUR INEVITABLE VICTORY.

"BUT WILL AND STRATEGY ARE OF NO USE WHEN THERE IS A GUN POINTED IN YOUR FACE. AND MAKE NO MISTAKE...THESE MEN WERE, AND ARE...GUNS."

THUS WE HAVE INVESTED THE LONG YEARS SINCE OUR SLUMBER IN CREATING MEN OF EQUAL OR GREATER POWER.

FROM THE DARKNESS WE WATCHED OUR ENEMIES, STUDIED THEIR POWERS, THEIR MINDS, THEIR WAY OF FIGHTING.

NOW, AT LAST, THE PLAYING FIELD IS LEVEL. NOW, AT LAST, WE CAN OPPOSE THEM.

NOW, AT LAST, WE CAN EMERGE FROM THE SHADOWS, AND REBUILD THE STRENGTH THAT ONCE WAS OURS, THE SHADOW THAT WILL ONE DAY FALL ACROSS THE ENTIRE WORLD.

NOW, AT LAST, OUR VOICE, OUR *TRUE* VOICE, WILL BE HEARD.

HAIL HYDRA!

HAIL HYDRA!

HAIL HYDRA!

AMAZING SPIDER-MAN #520 "ACTS OF AGGRESSION."

ACTS OF AGGRESSION

NOW THAT WE HAVE SUCCESSFULLY RECLAIMED LEADERSHIP OF *HYDRA* FROM THOSE WHO WERE INADEQUATE TO OUR CAUSE, AND EMERGED FROM THE SHADOWS WHERE WE BIDED OUR TIME UNTIL WE WERE READY TO MOVE...WE CAN NOW SECURE OUR PLACE ON THE INTERNATIONAL STAGE, AND IN THE PAGES OF HISTORY ITSELF.

TIME, NOW, FOR US TO BARE OUR TEETH.

AND THIS TIME, WE HAVE THE TACTICAL POWER TO SUPPORT OUR STRATEGIC AIMS.

UNLOCK TUBES ONE THROUGH FOUR.

FOUR TARGETS...AND FOUR FISTS TO STRIKE ON OUR BEHALF.

EACH THE RESULT OF MILLIONS OF DOLLARS IN WEAPONS DEVELOPMENT, AND YEARS OF RESEARCH INTO OUR ENEMIES.

FORCE AGAINST FORCE. IT IS THE OLDEST PRINCIPLE OF MARTIAL ARTS, AND THE CENTRAL RULE OF PHYSICS.

FOR EVERY ACTION, THERE IS AN EQUAL AND OPPOSITE REACTION.

MEET OUR FORCE. OUR REACTION. *OUR*... WARRIORS. *HAIL HYDRA!*

HAIL HYDRA!

HAIL HYDRA!

HAIL HYDRA!

HAIL HYDRA!

HAIL HYDRA!

5:37 A.M.

OH, I...
I'M SORRY,
I--

DON'T BE,
MADAM.

SO, MS. PARKER, HOW WOULD YOU LIKE YOUR EGGS?

WELL, I...I MEAN, I WAS COMING IN TO FIX SOMETHING FOR PETER AND MJ--

I'M HAPPY TO PREPARE ANYTHING THEY OR YOU REQUIRE.

I'M...NOT REALLY USED TO HAVING SOMEONE COOK FOR ME, JARVIS. I DON'T WANT TO IMPOSE--

IT'S NO TROUBLE AT ALL.

I GENERALLY PREPARE A FULL SPREAD OF OMELETTES, EGGS BENEDICT, CREPES, FRESH FRUIT, A RASHER OR TWO OF BACON, PANCAKES, WAFFLES--

GOODNESS... THAT'S ENOUGH FOR A CAFE.

WELL, MASTER STARK AND THE REST RARELY HAVE TIME FOR PROPER MEALS LATER IN THE DAY, SO IT'S IMPORTANT TO INSURE THEY'RE PROPERLY FED BEFORE GOING OUT INTO THE WORLD TO FACE WHATEVER DIRE FATE AWAITS THEM.

HOW LONG HAVE YOU BEEN DOING THIS?

I'VE BEEN PREPARING BREAKFAST FOR THE AVENGERS SINCE....

...WELL, SINCE SHORTLY BEFORE DINOSAURS RULED THE EARTH, IF YOU BELIEVE MR. LOGAN.

EVERY DAY?

EVERY DAY.

JARVIS?

YES, MADAM?

SIT DOWN.

"I THINK I COULD COME TO LIKE THIS PLACE A *LOT*, PETER."

YEAH, I COULD GET USED TO THIS PRETTY FAST MYSELF, EXCEPT--

EXCEPT?

WELL...IT'S NOT REAL, IS IT? THIS ISN'T *US*, THIS IS JUST WHERE WE'RE *STAYING* FOR A WHILE.

AND I'M WORRIED ABOUT AUNT MAY, IF SHE CAN HANDLE ALL THESE CHANGES SO QUICKLY... AND YOU--

WHY ME?

MJ...YOUR *PLAY* OPENS IN TWO NIGHTS. THE LAST THING YOU NEED...

PETER...WE'VE REHEARSED UNTIL WE KNOW OUR LINES AND EVERYONE *ELSE'S* LINES. WE'RE SET. *I'M* SET.

AND AUNT MAY CAN TAKE CARE OF HERSELF. YOU *KNOW* THAT.

YEAH, BUT--

YOU TWO COMING TO BREAKFAST?

YEAH, CAP'S RIGHT. IF YOU DON'T GET THERE FAST, LOGAN POLISHES OFF EVERYTHING THAT'S NOT NAILED DOWN OR ON FIRE.

LOGAN *ALWAYS* MAKES IT A POINT TO BE THE FIRST ONE IN FOR BREAKFAST. I SWEAR THAT MAN NEVER MET A FREE MEAL HE DIDN'T LIKE.

WHAT THE HELL IS THIS?

MASTER LOGAN, I--

YES, BUT I... I...

YOU SIT *RIGHT* THERE, JARVIS. THIS IS *YOUR* TURN, REMEMBER. IT'S ABOUT TIME SOMEBODY DID SOMETHING FOR *YOU* FOR A CHANGE.

LOOK LADY, I'LL CUT YOU A LITTLE SLACK 'CAUSE YOU'RE ARACHNO-BOY'S AUNTIE, BUT I LIKE MY BREAKFAST COOKED A CERTAIN WAY, I LIKE IT DONE *RIGHT*, AND--

EXCUSE ME.

THERE'S NO SMOKING AND *NO* DRINKING IN THE BREAKFAST ROOM UNTIL AFTER NOON AT THE *EARLIEST*.

NOW, I BELIEVE YOU WERE SAYING SOMETHING?

HEY, WOLVIE, YOU GONNA TAKE THAT?

I'M GOIN' DOWN TO THE CORNER FOR DOUGHNUTS.

YOU MAY WANT TO PUT ON A SHIRT, IT'S RATHER BRISK OUTSIDE.

BESIDES, I UNDERSTAND THERE ARE *SOME* RULES ABOUT PROPER ATTIRE, EVEN IN *THIS* PART OF NEW YORK.

WOW.

MAN, WHEN TITANS CLASH, Y'KNOW?

I KNEW SHE COULD TAKE HIM.

HAVE I MENTIONED LATELY THAT I LOVE YOU?

YES, NOW GO SIT DOWN. BREAKFAST IS--

ABOUT TO BE POSTPONED, I'M AFRAID.

IF THE POLICE SCANNERS ARE TO BE BELIEVED, WE HAVE A SERIOUS PROBLEM.

FOUR SERIOUS PROBLEMS, TO BE PRECISE.

WE HAVE TO GO. NOW.

THERE'LL BE EGG SANDWICHES BY THE DOOR FOR EVERYONE ON THE WAY OUT.

WELL. LOOKS LIKE IT'S JUST YOU AND ME, JARVIS.

HOW WAS THE CORNED BEEF HASH?

MADAM...

...I AM IN *AWE.*

--HE'S GOT US PINNED DOWN-- OFFICER DOWN! REPEAT, OFFICER DOWN!--NOTHING GETS THROUGH-- WE NEED BACKUP!--

--HOW THE HELL DO WE STOP THIS GUY?!--

HOLY....

THAT'S IT! RUN! RUN WHILE YOU STILL CAN, FROM--

--THE HAMMER!

EVERYONE BACK AWAY! GIVE ME ROOM!

UHNH--

IS THAT... THE BEST...YOU CAN DO?

NOW, TASTE REAL POWER.

FASCINATING...HE'S GOT ALL THE HIGH-TECH EQUIPMENT TO SIMULATE THOR'S ABILITIES.

NGH...

NOT LIGHTNING...ELECTRICITY... SMALLER SCALE BUT STILL BAD. THE SUIT'S GROUNDING IS TAKING MOST OF IT, BUT I BETTER SHUT THIS GUY DOWN BEFORE HE OVERLOADS THE SYSTEM.

THAT MEANS GETTING UP CLOSE AND PERSONAL.

AND I HAVE *NO* PROBLEM WITH THAT.

BA-DOOM!

STRONG...DAMN, HE'S STRONG...MORE LIKE THOR THAN JUST THE LOOKS AND POWER DEPARTMENT.

BUT THAT'S WHY GOD MADE JET-BOOTS, ISN'T IT?

THIS'LL TEACH ME TO TAKE FIRST DIBS ON A NEW ENEMY, SIGHT UNSEEN....

...THE OTHERS HAVE PROBABLY GOT IT A *LOT* EASIER THAN TAKING ON A HIGH-TECH THUNDER GOD...

MAN, YOU HAVE *GOT* TO BE KIDDING ME.

AFTERNOON.

THE NAME'S KARL. I'M SUPPOSED TO USE THE NAME TACTICAL FORCE, BUT I DON'T CARE MUCH FOR THAT ONE, SO YOU CAN CALL ME KARL.

OR DEATH INCARNATE. I LIKED THAT ONE, AND IT'S A LOT MORE ACCURATE, BUT THEY SAID IT'S TAKEN. AND WHO AM I TO ARGUE?

SO...YOU GONNA JUST STAND THERE AND DROOL IN AWE AND ENVY WHILE I RUN OFF WITH ENOUGH DNA RESEARCH TO START MY OWN FORTUNE 500 COMPANY...OR YOU WANNA STEP UP HERE AND DIE LIKE GOOD LITTLE HEROES?

FIVE-HIGH OR FIVE-LOW?

HIT ME FIVE-HIGH.

YOU GOT IT.

HAPPY LANDINGS!

KER-WHAMM!

SO TELL THE TRUTH, SWEETIE... ARE THOSE JETS OF YOURS CONFIGURED TO BALANCE THE WEIGHT OF *TWO* PEOPLE...OR JUST *ONE?*

YEP... THOUGHT SO.

HOT DOG

CRUMP

BASE TO MILITANT, ARE YOU IN?

CONFIRMED, I--

PUT THE JEWELRY DOWN.

AND THE SHIELD. AND THE COWL.

RIGHT. NOW.

MAKE ME.

I JUST LOVE IT WHEN I HAVE NO IDEA WHAT I'M GETTING INTO.

The call to Stark's place was cut off before we could find out who was attacking what.

Which raises another interesting question...why call Stark instead of dialing 911? I mean--

Good old spidey-sense. Now where's he--

What the--?

Hawkeye? But that's impossible, he's dead--

--not that that ever seems to stop anybody in this business.

HAWKEYE?

HAWKEYE, IS THAT *YOU?*

SORRY, NO HAWKEYE--

--JUST THE BOWMAN.

Yikes--

BOWMAN? LIKE DR. DAVE BOWMAN IN 2001? COOL, CAN I GET YOUR AUTOGRAPH?

C'MON, SAY IT, JUST ONCE.

"HAL, THIS IS DAVE. OPEN THE POD BAY DOORS, HAL."

COME ON, I KNOW YOU WANT TO, I--

LET'S SEE IF YOU FIND *THIS* FUNNY.

NO!

Got to snare them all...I'll only get one shot--

Fast now, one, two--

--boom.

Nuts--

RUN! GET OUT OF THE WAY! GET--

No time to go after that creep...got to make sure everybody gets out alive.

THIS WAY! HURRY!

HOW'S IT FEEL, FIGHTING SOMEBODY AS FAST AND AS STRONG AS YOU ARE? WE'RE THE SAME.

THE SAME? NO.

NOT IN THIS LIFE-TIME.

I SENSE HOSTILITY, CAP. SO I GUESS I'D BETTER GO. BECAUSE THERE'S NO WAY IN HELL YOU CAN STOP ME--

...AND THIS, AT THE SAME TIME.

NO!

I ONLY HAVE A SECOND, GOT TO--

--GO!

BEEP BEEP BEEP

BEEP BEEP BEEP

SORRY... TIME FOR ME TO GO.

OOOOF!

SIN

EARC

R

TORIES

ENOUGH OF THIS...I'M GETTING BORED.

BEEP BEEP BEEP

WHAT'RE YOU--

IT'S CALLED...AN ELECTROMAGNETIC PULSE...EMP...

SEE YOU AROUND--

--SUCKER.

WHAMMM!

CLICK!

CLICK!

CLICK!

DAILY BUGLE

EXCLUSIVE PHOTOS

STRIKE ON CITY

DOESN'T EXACTLY LOOK GOOD FOR OUR SIDE, DOES IT, PETER?

I MEAN, YOU AND THE OTHERS, YOU STOPPED THEM... A LOT OF DAMAGE, SURE, BUT NOT A DIME STOLEN.

UH-HUH.

BUT THE WAY THEY GOT AWAY, IT MAKES IT LOOK LIKE YOU COULDN'T STOP THEM.

SOMETHING WRONG? BESIDES THE OBVIOUS?

OKAY.

I'M NOT SURE. MAYBE. SEE HOW MAY'S DOING, I'LL BE DOWN IN A BIT.

"ROBERTSON HERE."

PETE? WHAT CAN I DO FOR YOU?

FAST QUESTION, ROBBIE...HOW DID THE *BUGLE* GET THREE PHOTOGRAPHERS ON THE SCENE OF THOSE ATTACKS SO FAST YESTERDAY?

WELL, I--

C'MON, ROBBIE, THIS IS ME. NOBODY'S THAT LUCKY THREE TIMES IN A ROW AT THE SAME TIME. SO SPILL.

"IT'S...A LONG STORY."

YOU GOTTA LOVE IT, RIGHT? WE RISK OUR LIVES AND WE END UP LOOKING LIKE SAPS. WHAT LUCK, RIGHT?

IT WASN'T LUCK.

I'VE BEEN THINKING A LOT ABOUT WHAT HAPPENED YESTERDAY...AND SOME THINGS THAT DIDN'T MAKE SENSE ARE STARTING TO LINE UP.

YOU CAN'T HAVE THREE PHOTOGRAPHERS FOR THE *BUGLE* JUST SHOW UP OUT OF NOWHERE TO DOCUMENT THE FIGHT BY SHEER LUCK. AND IT WASN'T.

THEY GOT TIPPED.

THESE GUYS ***WANTED*** THE PRESS TO BE THERE, TO DOCUMENT THE FIGHT. THEY TOLD THE *BUGLE* ABOUT THREE OF THE PLANNED HITS.

WHY? SO THE WORLD WOULD KNOW HYDRA WAS ROBBING BANKS AND JEWELRY STORES? IT'S THEIR USUAL M.O., THEY EVEN HAD THESE GUYS WEARING THE SYMBOL. COULD THEY BE ANY MORE OBVIOUS?

NOT IF THEY WANTED TO SHOW THE WORLD THEY COULD HOLD THEIR OWN. AND THAT'S THE OTHER THING.

THEY COULD'VE GRABBED ANY OF THE MONEY OR JEWELS AS THEY LEFT, BUT DIDN'T BOTHER. WHICH SAYS THEY WEREN'T WORRIED ABOUT THE MONEY, AND ***THAT*** TELLS US TWO THINGS.

FIRST, THAT THEY DON'T ***NEED*** THE MONEY, AND THAT'S SCARY BY ITSELF.

SECOND...IF THEY WERE AFTER MONEY, WHY HIT THE DOCKS? THERE WEREN'T ANY EXPENSIVE CARGOS COMING IN, NOTHING TO STEAL...THEY JUST BLEW UP THE MAIN BUILDING.

THE ***RECORDS*** BUILDING, WHERE SHIPS LOG IN THEIR CARGO MANIFESTS.

SO YOU'RE SAYING IT WAS A WORTHLESS ATTACK?

JUST THE OPPOSITE...

"...WHAT IF THE DOCK WAS THE *REAL* TARGET, AND THE OTHERS WERE JUST A DISTRACTION, ALL STRIKING AT THE SAME TIME SO WE'D *THINK* THEY WERE ALL BOTCHED ROBBERIES...ASSUME THEY WERE ALL THE SAME THING.

"BY DESTROYING THE RECORDS, THERE WOULD BE NO WAY TO DETERMINE WHICH SHIPS WERE CHECKED, AND WHICH WEREN'T. THAT WAS THE *ONLY* ATTACK THEY DIDN'T TIP OFF THE *BUGLE* ABOUT. I'M GUESSING IT'S BECAUSE THEY DIDN'T WANT A PHOTOGRAPHIC RECORD OF THE DOCKS.

"I THINK THEY WANTED TO USE THE CONFUSION TO SLIP SOMETHING ON BOARD ONE OF THOSE CARGO BOATS PAST US, CUSTOMS AND EVERYBODY ELSE.

"THEY USED SMALL-TIME ROBBERIES BECAUSE THAT'S WHAT HYDRA HAS BECOME LATELY. IT'S WHAT EVERYBODY EXPECTS.

"IF I'M RIGHT...AND I THINK I AM...ALL THOSE HITS WERE JUST A DIVERSION FROM THEIR REAL AGENDA: TO SMUGGLE SOMETHING VERY DANGEROUS INTO THE COUNTRY.

"AND GUESS WHAT, BOYS AND GIRLS?

"THAT'S *EXACTLY* WHAT THEY DID."

AMAZING SPIDER-MAN #521 "UNINTENDED CONSEQUENCES"

Four simultaneous attacks by powered guys with HYDRA insignia and an uncanny resemblance to members of the Avengers, past and present.

In each case, the good guys drove off the bad guys.

Some might call that a victory.

I call it a diversion. A feint.

A set-up, designed to make us think we were dealing with a series of ill-planned robberies, when in fact it was an expertly timed maneuver to divert attention from their efforts to smuggle something into the country.

The problem is figuring out what the heck it all means before it's too late, and convincing the others that I'm right...especially since I'm still the new kid on the block around here.

Because guys like Steve Rogers, Captain America...he's seen it all, and you've really got to have your game on if you're going to play in his playground.

SO YOU'RE SAYING YOU DON'T BELIEVE ME?

I'M SAYING... THAT FOR THE LAST TEN YEARS, HYDRA HAS BEEN JUST ONE MORE CRIME CARTEL. IT HASN'T BEEN NEARLY THE THREAT IT USED TO BE.

"AFTER THE SECOND WORLD WAR, WHEN IT WAS AN OUTGROWTH OF THE SUPREMACIST IDEALS OF THE NAZIS, HYDRA WAS A REAL THREAT TO THE WORLD.

"BECAUSE PEOPLE WHO ONLY CARE ABOUT MONEY CAN BE BOUGHT OUT... PEOPLE WHO CARE ONLY ABOUT POWER CAN BE BROKEN, OR SCARED AWAY.

"BUT EXTREMISTS WHO GENUINELY BELIEVE THAT THEIR CAUSE IS JUST...THOSE ARE THE ONES TO WATCH OUT FOR.

"BECAUSE THEY WOULD SOONER DESTROY THE WORLD THAN LET IT BECOME SOMETHING THEY DON'T LIKE."

SO LIKE I SAID...YOU THINK I'M WRONG.

I'M SAYING YOU *COULD* BE WRONG, BECAUSE I THINK YOU *ARE* WRONG, AND BECAUSE--

--WELL, BECAUSE THE IDEA OF GOING UP AGAINST THE HYDRA OF OLD ISN'T SOMETHING I LIKE TO THINK ABOUT.

THE OTHER OPTION...IS THAT YOU'RE *RIGHT*... AND AHEAD OF THE CURVE.

AHEAD OF US OLD FOGIES WHO REMEMBER WHAT THAT SHADOW LOOKS LIKE, AND WHO KEEP HOPING THAT MAYBE THIS TIME IT'S GONE FOR GOOD.

BUT THE TRUTH IS THE TRUTH, PETER.

GO FIND IT.

And as he walked away from me, I realized something.

He talked to me the way my Uncle Ben used to talk to me. Tough as nails, but quietly idealistic and resolute.

Maybe it was something to do with their generation, men who had looked into the greatest darkness in history, and came out appreciating the light more than anyone who came after them.

So I got to work.

Fortunately, Tony Stark's mainframe is tied into every intelligence network I ever heard of...and some I'd *NEVER* heard of before.

I notice two odd things right off.

First, several *S.H.I.E.L.D.* agents assigned to keep an eye on HYDRA from inside have been reported as missing in the last few weeks.

Second, a bunch of the guys who have been running HYDRA for the last ten years have also gone missing.

Could be they've gone into hiding after taking out the *S.H.I.E.L.D.* agents.

Then I remember what Steve said about how the worst of these guys were true believers in Nazi ideals and traditions...and another possibility comes to mind.

Hitler rose to power on the backs of a bunch of brown-shirted thugs called the SA, who were mainly interested in beating and intimidating people, and using crime to increase the power and bank accounts of the big guys.

But as soon as Hitler had what he needed, he got rid of the SA and replaced them with the SS...who were true believers when it came to the big picture.

Maybe that's what happened here. Why else would they all just vanish like that right before launching a campaign bigger than anything HYDRA's done lately?

Have they been replaced by guys who believe in the big picture?

And if I'm right... then what *IS* the big picture?

It's a question I'd like to pursue in more detail--

--but I have places to be and promises to keep. And for this particular promise--

--I have no intention of being late.

A NEW PLAY BY FETTES GRAY

"CATS ALWAYS LIE"

"CATS ALWAYS LIE"

ARE THERE PEOPLE OUT THERE?

YES.

LOTS OF THEM?

DEFINE LOTS.

MORE THAN TWO?

YES.

YOU'LL BE FINE, MJ. DON'T WORRY.

I'M NOT WORRIED.

SO HOW MANY TIMES THROWING UP BEFORE OPENING NIGHT IS TOO MANY?

SIX.

OKAY, GOOD, THAT MEANS I HAVE TWO TO GO.

MJ?

THESE ARE FOR YOU...FROM SOME GUY IN THE FIRST ROW.

"MJ...WE WIN THE SECOND WE DECIDE TO TRY. JUST SHOWING UP IS VICTORY.

"YOU'VE ALREADY WON. SO JUST HAVE FUN, AND KNOCK 'EM OUT.

"I LOVE YOU. P."

YOU OKAY, MJ?

YEAH, TANYA, I'M FINE...

...I'M GOING TO BE JUST FINE.

When you live with someone day after day, it's easy to forget sometimes who they really are, and what they can do.

Then when you see it, when you're reminded just what they can do...it's a revelation.

People see me swinging around skyscrapers and they think I'm pretty special.

But it's not me.

It's her.

It's always been her.

And at the after-party, every eye is on her...and I know that I'm the luckiest guy on the face of the planet.

PETER--

YEAH?

CAN I SAY SOMETHING?

SURE, SWEETIE, ANYTHING. WHAT IS IT?

HOO-HOO!

I LOVE YOU, PETER.

I LOVE YOU TOO, MJ.

I LOVE YOU MORE.

I DON'T THINK SO.

GIVE ME TWO MINUTES AND I'LL PROVE IT...

HOLD THAT POSE--

PERFECT!

HEY!

HOW'D YOU GET IN HERE, CHAMBLISS?

PRESS PASS. REAL SIMPLE. HOW ABOUT A SMILE, MJ?

I'LL GIVE YOU A--

MJ... THROTTLE BACK...

WHO'S THAT GUY?

VINCENT STINKBALL CHAMBLISS. HE SHOOTS PHOTOS FOR THOSE SLEAZEBALL TABLOIDS YOU SEE AT THE SUPERMARKET CHECKOUT STAND. HE PRACTICALLY GLUED HIMSELF TO THE STAGE DOOR FOR THE LAST FEW DAYS, TRYING TO GET PICTURES FOR THOSE RAGS.

LOWLIFE!

IT DOESN'T MATTER, MJ. HE'S JUST A PARASITE. HE CAN'T CHANGE THE FACT THAT THIS IS YOUR NIGHT, YOUR TRIUMPH. YOU *OWNED* THAT AUDIENCE, MJ.

LET HIM TAKE ALL THE STUPID PICTURES HE WANTS. BECAUSE AT THE END OF THE DAY--

--HE'S IRRELEVANT, AND HE *KNOWS* IT.

I KNOW... YOU'RE RIGHT, I JUST--

No...not here... not tonight, of all nights.

PETER...?

MJ...THOSE TWO GUYS...THE OLDER MAN, AND THE ONE WATCHING HIM LIKE A HAWK...WHO ARE THEY?

THE GUY IN THE BACK...I DON'T KNOW, I NEVER SAW HIM BEFORE.

BUT THE GUY IN FRONT--

--THAT'S EDGAR LASCOMBE. HE OWNS ONE OF THE BIGGEST PHARMACEUTICAL COMPANIES IN THE COUNTRY...AND A REAL THEATER RAT...LOVES THE OFF-BROADWAY SCENE. HE FINANCED TWO PLAYS LAST YEAR ALONE.

WHY?

I DON'T KNOW, BUT--

LET ME GUESS...YOUR YOU-KNOW-WHAT IS TINGLING.

YEAH.

AND I GOT A WEIRD FEELING ABOUT THAT GUY, TOO.

I HAVE TO--

I'M SORRY.

I KNOW.

IT'S OKAY... THIS IS MY NIGHT, REMEMBER? I'M IN MY ELEMENT.

YOU GO GET INTO YOURS.

NUTS... MISSED THEM.

DO YOU NEED YOUR CAR, SIR?

NO, THAT'S OKAY--

"--I'LL JUST CATCH A LIFT."

I don't understand why my spider-sense is working overtime on this, but it's never led me astray yet.

Well, except that time it told me there was something wrong in the girl's locker room back in high school.

At least, that's how I chose to *INTERPRET* it, anyway.

End of the line, let's see where this goes.

Okay, bad sign number one on display.

And that HYDRA symbol on his ring definitely counts as really bad sign number two.

Given the recent attacks, he might be scouting out Lascombe for a robbery, or going after his company, or--

HSSSSSS

HEY KITTY... NICE KITTY...SHHHHH... WHAT'S WRONG? NEVER SEEN A SIX-FOOT-TALL HUMANOID SPIDER BEFORE?

RROWWR!

NO!

CRASH

BRRRRRRRRP!

UMMMMM... HI.

LISTEN, DO YOU KNOW IF THE 425 BUS GOING UPTOWN STOPS HERE?

HAIL HYDRA!

YOU KNOW, YOU GUYS HAVE GOT TO GET SOME NEW MATERIAL.

Moves fast for a little guy. Got to draw his fire then take him out quick, before one of those bullets goes through a window. Shouldn't be hard.

HEY, OVER HERE! C'MON, YOU CALL THAT GUNPLAY? YOUR MOM TEACH YOU HOW TO USE THAT OR SOMETHING?

Perfect, now to--

NO!

WHAT--

SCREEEEE--

MA'AM, ARE YOU--

...OHMYGOD... OHMYGOD...

IT'S OKAY, IT WASN'T YOUR FAULT--

I CAN CONFIRM THAT.

I SAW THE WHOLE THING, MISS. YOU HAD NO WAY OF STOPPING IN TIME. AND UNLIKE THIS FELLOW, I CAN TESTIFY TO THAT EFFECT IN OPEN COURT.

AS FOR YOU...WELL, I THINK YOU MAY HAVE SAVED MY LIFE. AT THE COST OF HIS OWN, IT WOULD SEEM. HOWEVER--

--IT'S PROBABLY BEST TO GET AN AMBULANCE HERE AS FAST AS POSSIBLE, JUST TO MAKE SURE EVERY-THING'S COVERED.

...OHMYGOD... OHMYGOD... OHYMGOD...

...OHMYGOD... OHMYGOD... OHYMGOD...

I SHOULD'VE MOVED FASTER. EVEN A SECOND--

THEY DID EVERYTHING THEY COULD. AND SO DID YOU...ESPECIALLY CONSIDERING THAT HE WAS SHOOTING AT YOU.

NYC EMS

AMBULANCE

ANY IDEA WHY HE WAS AFTER YOU?

NOT REALLY. THERE ARE ALWAYS THREATS OUT THERE... KIDNAPPERS IN SEARCH OF RANSOM, INDUSTRIAL THIEVES, AND PETTY ONES...BUT BEYOND THAT, NO IDEA, NO.

WHATEVER HIS REASONS, THEY DIED WITH HIM.

REGARDLESS, GIVEN THE WAY HE WAS ARMED, IT WOULD'VE GONE BADLY FOR ME. SO THANK YOU AGAIN FOR BEING IN THE RIGHT PLACE AT THE RIGHT TIME.

SURE. JUST PART OF THE SERVICE.

Nice guy. Well spoken. Nicely dressed. Perfect teeth. The kind of guy you'd fix your sister up with on a date.

So why the heck is my spider-sense still ringing like a phone off the hook when there shouldn't be anything else to worry about?

I mean, the night is practically over, what *ELSE* can go wrong?

HERE YOU GO...KEEP THE CHANGE.

THANKS, LADY.

HEY... MJ!

SMILE!

YOU--

I SAW YOUR HUSBAND RUN OUT OF THE PARTY EARLIER...HE LOOKED PRETTY UPSET ABOUT SOMETHING. YOU TWO HAVE A FIGHT?

AND WHERE'S HE ON YOUR BIG NIGHT? OR MAYBE MORE TO THE POINT--

--WHAT'RE *YOU* DOING *HERE*, AT TONY STARK'S PLACE...AT THIS HOUR... BY YOURSELF? I MEAN, YEAH, OTHER PEOPLE LIVE HERE TOO, BUT NONE OF THEM AT YOUR LEVEL... AND YOU'D BE ABLE TO TELL ME THEIR NAME, WOULDN'T YOU?

I--

--I LIVE HERE, WITH MY HUSBAND, PETER.

YOUR HUSBAND CAN AFFORD TO LIVE HERE?

WELL, NO, I...TONY LETS US LIVE HERE FREE.

REALLY? SEE, I GOT MY SOURCES THAT A LOT OF INTERESTING PEOPLE HAVE BEEN SEEN GOING IN AND OUT OF THERE. HERO-TYPES.

HOW'S *THIS* GRAB YOU FOR TOMORROW'S HEADLINE, EH?

HA-HAAAH-HA-HA-HAAAAAH!

DAILY BUGLE

SPIDER-MAN'S SECRET IDENTITY: PETER PARKER!

MJ?

I SAID... WHAT'RE YOU DOING HERE AT THIS HOUR?

I...

...I'M HERE TO SEE TONY STARK. WHAT ELSE *COULD* THERE BE?

YEAH... WHAT ELSE INDEED?

"I HEARD WHAT HAPPENED, SIR. BAD NIGHT?"

YES. IT WAS A VERY CLOSE CALL.

A BIT OF BOTHER IN THE STREET, AS WE SAY.

VERY MUCH IN THE STREET, YES.

WILL YOU BE REQUIRING ANYTHING ELSE TONIGHT, MR. LASCOMBE?

VERY GOOD, SIR.

NO, ROBERT, THANKS. YOU SHOULD GET SOME SLEEP.

OH, AND SIR?

YES, ROBERT?

YOUR UNIFORM HAS BEEN LAUNDERED AND PRESSED.

PITY ABOUT YOUR BODYGUARD. BUT I SUPPOSE THAT'S WHAT THEY'RE FOR, ISN'T IT?

YES...YES, IT IS, ROBERT. GOOD NIGHT.

GOOD NIGHT, SIR...

"...HAVE A GOOD MEETING."

HAIL HYDRA!

THANK YOU FOR WAITING, GENTLEMEN. I HAD A FEW THINGS TO DEAL WITH TOPSIDE.

YOU'VE BEEN VERY PATIENT, SO I WON'T WASTE ANY MORE OF YOUR TIME WITH PLEASANTRIES.

EACH OF YOU REPRESENTS A FOREIGN INTEREST WHO WISHES TO SEE IF HYDRA'S BITE CAN NOW MATCH OUR BARK. WE HAVE NOT ASKED FOR MONEY OR SUPPORT FROM ANY OF YOU...ONLY YOUR RESPECT, AND A SEAT AT THE TABLE AS PLAYERS ON THE INTERNATIONAL STAGE.

YOU'VE ALL BEEN FIGHTING A WAR OF ATTRITION AGAINST THE WEST. A LITTLE VICTORY HERE, A STALEMATE THERE... WE ARE TRYING A DIFFERENT WAY. WE ARE GOING TO ANSWER A SEEMINGLY IMPOSSIBLE QUESTION.

AND THAT QUESTION IS THIS:

HOW DO YOU KILL A COUNTRY?

NOT SO MUCH KILL ALL ITS PEOPLE...THOUGH MANY WILL PERISH IN THIS... HOW DO YOU KILL THE NATION *ITSELF?*

OTHERS MIGHT CHOOSE TO USE THIS TO STRIKE AT A CITY...AND THEY WOULD SUCCEED IN KILLING EVERYONE IN THAT CITY. BUT *ONLY* THOSE PEOPLE.

AFTERWARD, AS WE HAVE SEEN, THE REST OF THE NATION WOULD RISE UP AND STRIKE DOWN THOSE RESPONSIBLE. THE NATION WOULD REMAIN.

"IN ANOTHER SECURE LOCATION, A MODIFIED SCUD MISSILE IS BEING READIED FOR USE."

"IN A STATE-OF-THE-ART FACILITY ELSEWHERE IN THIS COMPLEX, A HALF TON OF GENETICALLY ENHANCED BACILLI OF ANTHRAX, TYPHUS AND BOTULISM TOXINS ARE BEING READIED FOR DELIVERY."

OTHERS WOULD LOAD UP SUCH A MISSILE WITH EXPLOSIVES, TO STRIKE AN IMPORTANT TARGET. BUT WE ARE DOING SOMETHING VERY, VERY DIFFERENT.

THIS, GENTLEMEN, IS THE OGALLALA AQUIFER, THE LARGEST NATURAL RESERVOIR IN THE WORLD, COVERING 174,000 SQUARE MILES.

IT STRETCHES ACROSS EIGHT STATES, PROVIDING WATER TO SOUTH DAKOTA, NEBRASKA, WYOMING, COLORADO, KANSAS, OKLAHOMA, NEW MEXICO AND TEXAS.

SOUTH DAKOTA
WYOMIN
COLORA
IOWA
MU
NEBRASKA
KANSAS
DRADO
MEXICO
KANSAS
OKLAHOMA

IN SOME PLACES, THE DISTANCE BETWEEN THE SURFACE AND THE WATER BELOW IS SEVERAL HUNDRED FEET.

BUT IN OTHER PLACES, THE WATER IS ONLY THIRTY FEET BELOW THE SURFACE, A DISTANCE EASILY PUNCTURED BY THE MISSILE WE HAVE ADAPTED.

HALF A TON OF ANTHRAX, TYPHUS AND BOTULISM TOXINS DEPOSITED INTO THE OGALLALA AQUIFER WILL RENDER IT MASSIVELY POISONOUS TO ALL PLANT, ANIMAL AND HUMAN LIFE.

IT WILL BE UNFIT FOR DRINKING OR GROWING CROPS. EVERY LAKE AND RIVER THAT FEEDS FROM THE AQUIFER WILL BECOME TOXIC, KILLING EVERYTHING THAT DRINKS OR SWIMS IN THEM.

MILLIONS WILL PERISH IN THE FIRST 48 HOURS, BEFORE THE GOVERNMENT REALIZES WHAT HAS HAPPENED.

THE ENTIRE AMERICAN MIDWEST WILL BECOME A DEATHBED...AND A DUSTBOWL. CROPS DESTROYED FOR THE NEXT TWENTY YEARS. FISH AND LIVESTOCK WIPED OUT. AND THE TENS OF MILLIONS NOT KILLED BY THE TOXINS WILL HAVE TO FLEE OR DIE.

IT WILL BE A MADHOUSE.

THE NATION WILL STARVE, BORDERS WILL BE OVERRUN, AND THE ECONOMY WILL COLLAPSE. EIGHT STATES WILL BE UNLIVEABLE, CAUSING MILLIONS OF PANICKED PEOPLE TO FLOOD INTO OTHER STATES. THE NATION WILL BE IN CHAOS: PARALYZED, UNGOVERNABLE, AND UNABLE TO STRIKE BACK.

THAT, GENTLEMEN, IS HOW YOU KILL A COUNTRY. AND *THAT* IS *EXACTLY* WHAT IS GOING TO HAPPEN IN JUST A FEW DAYS TIME.

ANY QUESTIONS?

MJ? YOU AWAKE, BABY?

MJ?

OKAY. G'NIGHT, MJ.

I LOVE YOU.

LOOKING FOR THIS, SWEET-CHEEKS?

I...IS THAT--

YEP.

MUST'VE BEEN ONE HECK OF A NIGHT, ALL RIGHT.

THE NEW ANNOUN

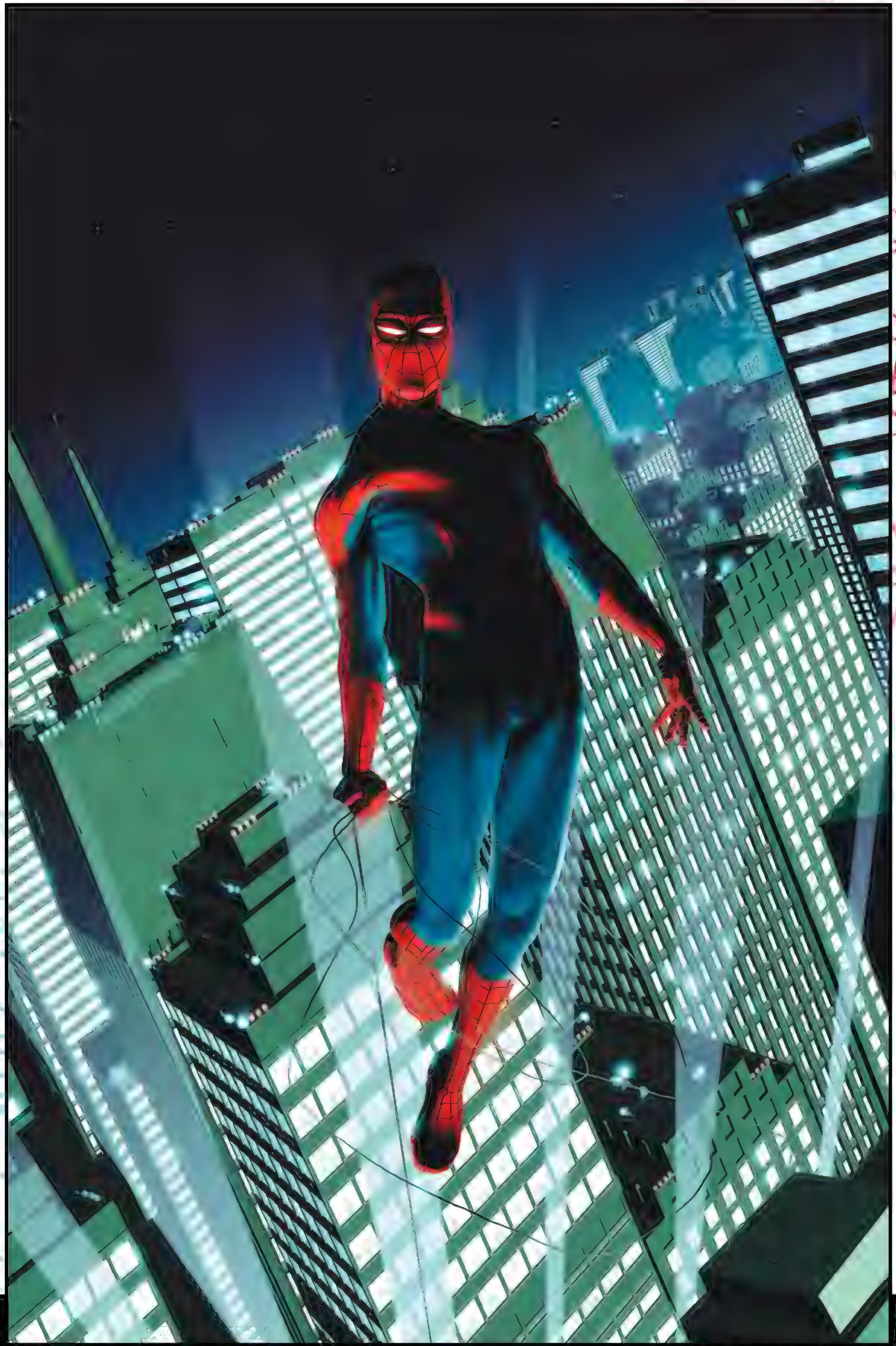
Pagin all na

DAILY TATTL

MARRIED MODEL IN
LOVE NEST TRYST WI
TONY STAR

...OH, NO...

UNINTENDED CONSEQUENCES



AMAZING SPIDER-MAN #522 "MOVING TARGETS"

BREEP-BREEEEP...

...MPRMPH...

...ARRRRGHHHH... ALL RIGHT...

BREEP-BREEEEP...

YEAHWHUDDISIT?

PETER? IT'S ROBBIE.

ROBBIE?

WHUTIMEISIT?

A LITTLE AFTER SIX IN THE MORNING.

MOVING TARGETS

SIX IN THE...JEEZ, ROBBIE, WHAT'D I EVER DO TO YOU?

I JUST WANTED TO GET TO YOU AS SOON AS I SAW THE...

I'M SO SORRY, PETE. IT'S THOSE RAGS, THEY'RE SCUM. NO RESPECT FOR ANYONE'S PRIVACY.

IS THIS ABOUT MICHAEL JACKSON? BECAUSE IF IT IS, I SO DON'T WANNA HEAR ABOUT IT.

NO, PETER, IT'S...OH JEEZ...I CALLED BECAUSE I THOUGHT YOU KNEW, THAT BY NOW YOU WOULD'VE *HEARD*--

HEARD WHAT?

I JUST WANT YOU TO KNOW THAT I'M HERE FOR YOU, PETER. THAT I KNOW THIS MUST BE A ROUGH TIME FOR YOU, BUT I'M YOUR FRIEND, AND IF THERE'S ANYTHING I CAN *DO*, ANYTHING YOU *NEED*--

DAILY TATTLER

MARRIED MODEL IN LOVE NEST TRYST WITH TONY STARK!

ROBBIE...

WHAT THE HECK ARE WE TALKING ABOUT?

...IT SAYS SHE'S HAVING A *WHAT?* WITH *WHO?*

MJ?

MJ?

SHE'S IN THE LIVING ROOM.

SWEET-CHEEKS MESSED UP BIG-TIME.

NOT ANOTHER WORD, LOGAN, I MEAN IT.

HEY, IT'S NOT YOUR FAULT SHE SCREWED UP.

DON'T DO IT, MAN.

I MEAN, IF SHE HAD BRAINS TO GO WITH ALL THAT BEAUTY, SHE WOULDN'T BE WITH YOU IN THE *FIRST* PLACE, RIGHT?

CRASSH!

YOU KNOW THIS IS SUPPOSED TO BE UNBREAKABLE GLASS, RIGHT?

I KNOW...

LOOKS LIKE STARK'S GONNA HAVE TO GET HIS MONEY BACK ON IT.

LOOKS LIKE.

COLORFUL WAY TO GET A CAB, THOUGH.

I'M HIP.

PETER--

MJ, IT'S OKAY--

NO, IT'S NOT, I'VE RUINED EVERYTHING.

WHEN I GOT HOME, I WAS SO HAPPY, AND I WAS...HE GOT ME OFF-GUARD, AND I DIDN'T KNOW WHAT TO SAY--

I KNOW.

--I WAS SO AFRAID I'D SAY SOMETHING THAT COULD COMPROMISE YOU, AND EVERYBODY ELSE...I HAD TO THINK OF SOMETHING TO SAY, SOMEONE I WAS HERE TO SEE, I DIDN'T THINK, I--

IT'S ALL RIGHT, MJ. REALLY.

IT WAS THE BEST NIGHT IN MY LIFE, I WANTED IT TO BE PERFECT, AND HE RUINED IT...

IT'S JUST--

I KNOW, BUT IT'LL BE OKAY--

SHHHHHH....

PETER...?

MR. STARK... I'M SO SORRY--

DON'T BE. HE AMBUSHED YOU, AND YOU DID THE BEST YOU COULD TO COVER. YOU HAVE NOTHING TO APOLOGIZE FOR.

IF ANYTHING, IT'LL HELP MY REPUTATION. *YOU'RE* THE ONES WHO ARE GOING TO HAVE TO DEAL WITH THIS SOMEHOW. YOUR NAMES, YOUR REPUTATIONS--

DON'T WORRY ABOUT THAT, MR. STARK, I KNOW *EXACTLY* HOW TO DEAL WITH THIS. SOMEBODY CAN GO AFTER ME ALL THEY WANT, BUT THE SECOND THEY GO AFTER MJ--

PETER--

I'M JUST GOING TO FIND A REALLY TALL BUILDING SOMEWHERE.

AND DROP IT ON THIS CREEP.

REALLY, REALLY HARD.

THIS ISN'T THE TIME.

TONY, GET OUT OF THE WAY--

LISTEN TO ME--

YOU KNOW YOU'RE NOT WEARING THE ARMOR RIGHT NOW, RIGHT?

PETE...I JUST GOT WORD FROM SOME OF MY CONTACTS AT THE NYPD. YOU KNOW THE HYDRA GUNMAN YOU TOOK DOWN OUTSIDE EDGAR LASCOMBE'S OFFICE LAST NIGHT?

YEAH, I NAILED HIM BEFORE HE COULD HIT LASCOMBE, WHAT OF IT? IT'S YESTERDAY'S NEWS, TONY, NOW GET OUT OF THE--

TURNS OUT HE WAS ON LASCOMBE'S PRIVATE *PAYROLL.*

BUT LASCOMBE SAID HE NEVER SAW THE GUY BEFORE.

SO HE WAS LYING.

EXACTLY. AND THE ONLY ONE WHO WOULD LIE TO PROTECT SOMEBODY IN HYDRA--

--IS ANOTHER GUY IN HYDRA.

A BIG ONE, GIVEN HOW RICH LASCOMBE IS SUPPOSED TO BE.

I NEED YOU TO GET BACK THERE, CHECK THINGS OUT. MEANWHILE, I'LL SEE WHAT I CAN LEARN ABOUT THE GUNMAN.

YEAH, BUT WHAT ABOUT--

LET *ME* WORRY ABOUT THAT PHOTOGRAPHER.

I SAID IT BEFORE, SON. YOU'RE AN AVENGER NOW, AND WE TAKE CARE OF OUR OWN.

AND AS FOR *YOU*--

I APOLOGIZE THAT I WAS NOT ABLE TO MAKE IT TO THE PREMIERE LAST NIGHT, BUT I UNDERSTAND YOU WERE LUMINOUS. DON'T LET THIS DESTROY YOUR MEMORY OF THAT MOMENT. YOU'RE GOING TO NEED IT ON STAGE TONIGHT...AND THE NIGHT AFTER THAT.

NEVER LET THE IDIOTS DESTROY YOUR MOMENTS. BECAUSE IN THE END, THE MOMENTS ARE ALL WE HAVE.

NOW, IF YOU'LL EXCUSE ME, I HAVE TO TAKE CARE OF A FEW THINGS--

OF COURSE... THANK YOU.

I SHOULD PUT YOU TO BED FOR A WHILE, SO YOU CAN GET SOME REST. YOU PROBABLY DIDN'T SLEEP A WINK, WORRYING ABOUT THIS.

I DIDN'T.

THANK YOU, PETER. THANK YOU FOR UNDER-STANDING.

HEY, IF YOU CAN UNDERSTAND ABOUT THE SPANDEX TIGHTS, I CAN UNDERSTAND ABOUT THIS.

IT'S SO HARD, ISN'T IT?

WATCHING THE YOUNG SUFFER FROM SUCH RANDOM MALICIOUSNESS. AS YOU GET OLDER, YOU COME TO EXPECT IT...BUT THE YOUNG EXPECT BETTER. AND WHO'S TO SAY THEY'RE NOT RIGHT. I--

I'M SORRY, I SHOULD NOT HAVE...THAT IS...

JARVIS?

YES, MADAM?

I DIDN'T TELL YOU TO REMOVE YOUR HAND.

YES, MADAM.

WHAT THE *HELL* HAPPENED *HERE?*

SOME PEOPLE JUST GOT NO SENSE OF FREAKING HUMOR...

I hate to admit it, but Tony's right.

I need to follow this lead wherever it goes, and I need to do it now, because whatever HYDRA has planned, I suspect it's going to happen sooner rather than later.

On the other hand, it wouldn't take me *THAT* long to swing by and drop a loose brick on the guy's head.

Come on, Peter, you have to focus. That's Lascombe's place up ahead.

Just a small brick?

No.

I have *GOT* to stop talking to myself.

Not that there's anything *WRONG* with talking to yourself.

Yes, there is.

Stop that.

Stop what?

Norman Bates, you let me out of this root cellar at *ONCE*.

IT'S TIME.

ALL RIGHT. I'LL BE RIGHT IN.

Okay, that settles it. There's nothing more dangerous on that table than a cup of warm tea... but the ol' spidey-sense is ringing like a fire alarm, I--

EXCUSE ME, SIR.

One chance for this, better make the best of it.

Beautiful. Some days I impress even myself, I--

Whoa... that's...

Uh-oh--

Gotcha.

Weird...just got dizzy all of a sudden, could barely hang on.

Must be all the stress from the day and not enough sleep.

Now where the heck is Lascombe?

I WAS GOING TO RUN OUT AND PICK UP SOME SUPPLIES... UNLESS YOU REQUIRE ANYTHING ELSE, MR. LASCOMBE?

NO, I'M FINE, THANKS.

Good, this is perfect.

This is the only way out of his apartment to the elevator. Even if he decides to ditch the shirt, I can catch him as he leaves and try again.

Okay, so if he's in his apartment, and he hasn't gone into the elevator--

--then why is the spidey-tracer telling me he's going *DOWN?*

So far, so good...now let's see what we can see before the butler gets back...

So this is where the hired help lives. Niiiiiice.

What's that, Spidey-Sense?

Ranger Bob's pinned under a tree?

Something to do with the closet?

Good boy, Lassie. Now, to--

No. I have to say it. I've waited my whole life to say this.

YOU SEE, INSPECTOR? I WAS RIGHT!

THE BUTLER DID IT!

I am SO nine years old.

Nine-and-a-half come July.

Stop that.

Okay, now we get serious. We know he came in here...and we know he didn't come out...but we can feel him going down.

We?

Stop that.

Roaches check in, but they don't check out.

Peter...has it occured to you that your brain started getting a little funny right around the same time that you got dizzy?

Of course, puberty had pretty much the same effect, but still--

Nothing. It's nothing. Focus.

Hello...

Ooookay, a bit cliché, but he probably built this place himself, so it wouldn't have been hard to work this into the designs.

And you know, Peter, there's a HYDRA uniform just about your size in the other room.

Peter, you should really stop talking to yourself in the third person. You're starting to creep me out.

FOUR MINUTES LATER.

The only thing that's going to mitigate against the probability that I'm doing one of the stupidest things in my life is to make sure somebody knows where I am and what I'm doing.

So I need to find some clever, superhero-ish way to let them know...

BOOP-BEEP BOOP-BOOP-BOOP

HI, THIS IS TONY STARK, I CAN'T COME TO THE PHONE RIGHT NOW, BUT IF YOU'LL LEAVE A MESSAGE, I'LL GET BACK TO YOU AS SOON AS POSSIBLE.

BEEEEEEP

TONY, PETER. LISTEN...

"...YOU WON'T *BELIEVE* WHERE I AM RIGHT NOW, BUT JUST IN CASE THINGS GO BADLY, WRITE THIS DOWN...

"AND BY THE WAY, JUST OUT OF CURIOUSITY...DO THE AVENGERS HAVE A GOOD MEDICAL PLAN?"

...WHOA...

So how come these guys can build all *THIS* but it's taking the city two extra months to handle the new subway extension? Unless--

--no, it can't be, this whole thing it's...it's--

T MINUS 47 HOURS 2 MINUTES 23 SECONDS

--NON-UNION!

The horror... the horror... the horror...

THAT'S IT, STEP ON UP.

TAKE AN EXTRA FIVE HUNDRED ROUNDS THAN USUAL. ONCE EVERYTHING GOES DOWN, THERE'S NO TELLING WHAT'LL HAPPEN TO THE SOCIAL ORDER AROUND HERE, BUT WE CAN ASSUME THERE WILL BE LOOTING, SO YOU'LL NEED THEM FOR PERSONAL PROTECTION.

NOW, THIS IS THE LAST TIME I'M GOING TO REMIND YOU...IF YOU HOLD ***ANY*** AMERICAN STOCKS, YOU SHOULD EITHER SELL THEM AND BUY GOLD, WHICH WILL GO THROUGH THE ROOF, OR TRADE FOR FOREIGN STOCKS. OTHERWISE YOU'LL GET CAUGHT WHEN THE MARKET CRASHES.

THESE RATIONS CAN LAST FOR TWO WEEKS SO BE SURE TO SPREAD THEM OUT. IF THE STORES DON'T RE-OPEN BY THEN, WE'VE ARRANGED FOR PICKUP LOCATIONS AROUND THE CITY. CHECK THE DAILY BRIEFING LOG FOR THE NEAREST DROP POINT.

YOU REALLY HAVE TO HAND IT TO THE SUPREME HYDRA. IN THE PAST, GUYS LIKE US WERE JUST CANNON FODDER. NOW THEY'RE RUNNING THINGS THE WAY THEY'RE ***SUPPOSED*** TO BE RUN, LIKE AN ARMY.

AND IN AN ARMY, WHEN IT'S ABOUT TO HIT THE FAN, YOU MAKE SURE YOU TAKE CARE OF YOUR OWN.

YOU'VE GOT THAT RIGHT.

Okay, I don't know ***WHAT*** they're talking about, or ***WHAT*** the heck is going on...but I don't like the ***SOUND*** of it one bit.

Stock market crash? Stores closed? Looting? Ammo? Food rations?

--oh, no...

--Is Abba going back on tour or something?--

IF YOU HAVE ANY RELATIVES STILL WITHIN THE TARGET ZONE, THIS IS YOUR LAST CHANCE FOR US TO GET THEM OUT.

FIND YOUR CORRECT STATION FOR THE CITY OR COUNTY WHERE THEY LIVE. WE'LL NEED THEIR CURRENT ADDRESSES AND PHONE NUMBERS IN ORDER TO CONTACT THEM BEFORE WE REACH CRITICAL STAGE.

CHECK THE TARGET ZONE. IF YOU HAVE ANY RELATIVES IN THESE EIGHT STATES, THIS IS YOUR LAST CHANCE TO GET THEM OUT BEFORE WE MAX OUT THE QUOTAS.

Eight states?

Eight *STATES?*

What could they do that could hit eight entire *STATES?* I --

--wait a minute... the map...I recognize it...

"NOW CLASS, PAY ATTENTION."

IT'S VERY EASY TO FORGET THAT ALL OF OUR DRINKING WATER COMES FROM UNDERGROUND. THE ENTIRE MIDWEST, EIGHT STATES, ARE FED BY THE OGALALLA AQUIFER, WHICH COVERS 174,000 SQUARE MILES BETWEEN TEXAS TO THE SOUTH AND WYOMING AND SOUTH DAKOTA TO THE NORTH, AND--

MISS CARLYLE, IS ANY OF THIS GOING TO BE ON THE TEST?

IT IS *NOW*, MR. PARKER.

The Ogalalla Aquifer... it's the only thing that fits the silhouette, the only thing that could affect eight states. But how--

BUT YOU SAID YOU COULD *HELP* ME.

WE SAID WE WOULD DO THE BEST WE CAN. IN THIS CASE--

THEN AT LEAST LET *ME* WARN THEM.

WE CAN'T DO THAT. THERE CAN BE NO DIRECT CONTACT BETWEEN ANYONE IN HERE, AND THE OUTSIDE WORLD, BETWEEN NOW AND THE CRITICAL STAGE.

I KNOW, BUT MY PARENTS--

--ARE IN OMAHA, AND WE'VE ALREADY REACHED OUR MAXIMUM EVACUATION QUOTA FOR OMAHA.

WE HAD TO SET LIMITS ON THE NUMBER OF PEOPLE WE COULD EXTRACT FROM THE TARGET AREAS WITHOUT DRAWING ATTENTION. IF TOO MANY PEOPLE START LEAVING AT ONCE FROM THE SAME AREA, IT'LL RAISE SUSPICIONS. WE CAN'T DO THAT.

YOU *KNOW* WE CAN'T DO THAT.

DAVID, COME ON, THIS IS *ME*, SIMON. YOU KNOW ME, I BROUGHT YOU *INTO* HYDRA--

THEN YOU SHOULD KNOW THAT IN HERE THERE *ARE* NO NAMES, THERE *ARE* NO FACES.

THERE IS ONLY HYDRA. NOW PUT...THE MASK...*ON.*

YOU HEARD ME. PUT IT ON.

I WANT MY PARENTS OUT OF THERE. IF YOU WON'T WARN THEM, I WILL. NOW BACK AWAY.

I DON'T THINK SO--

I SAID BACK AWAY!

NOW YOU'RE GOING TO LEAD ME OUT OF HERE, TO A PLACE WHERE I CAN CALL MY FOLKS, AND--

NOT A CHANCE.

DROP IT. RIGHT NOW. OTHERWISE, YOU'LL NEVER GET OUT OF HERE ALIVE.

I THINK HE'S GOT A POINT, FELLA.

WHO--?

WHO ELSE BUT YOUR FRIENDLY, NEIGHBORHOOD--

WELL, YOU KNOW THE REST. NOW HOLD ON--

--BECAUSE THIS IS ABOUT TO GET REALLY HAIRY.

OPEN FIRE!

OKAY, WE'VE GOT TWO SECONDS BEFORE THEY CAN GET AROUND AND--

WOW... THAT'S A LOT... A *LOT*...OF BULLETS.

HEY! WHAT THE...?

POW

MAYBE YOU MISSED IT, BUT I JUST SAVED YOUR LIFE, PAL!

YOU'VE RUINED EVERYTHING...I COULD HAVE TALKED TO THEM...I'M HYDRA, I'M NOT WITH YOU, I'M NOT--

YEAH, WELL, THOSE BULLETS DON'T CARE ONE WAY OR ANOTHER, NOT ABOUT YOU, OR ME, OR YOUR FOLKS.

IF YOU WANT TO SEE THEM ALIVE, YOU'D BETTER TELL ME HOW TO GET OUT OF HERE AND WHAT'S GOING ON.

OKAY, OKAY!

THEY'VE GOT A *SCUD* MISSILE READY TO LAUNCH AND LOADED WITH ENOUGH BACILLI TO POISON THE AQUIFER FOR THE NEXT HUNDRED YEARS. IT'LL KILL THE ENTIRE MIDWEST REGION OF THE COUNTRY.

HOLY...

IS THERE A WAY OUT OF HERE?

OKAY, THEN HANG ON.

THAT'S THE ONLY WAY...IT LEADS TO THE EXPERIMENTAL GENETICS CHAMBER, THEN OUT.

Just ten feet and we're clear, then--

OH, NO...

WHAT?

I WASN'T PAYING ATTENTION TO ANYTHING AFTER "DOOR"...DID YOU SAY THIS LED TO THE EXPERIMENTAL GENETICS TESTING ROOM?

YEAH, WHY?

THAT'S WHAT I WAS AFRAID YOU SAID.

AMAZING SPIDER-MAN #523 **"EXTREME MEASURES"**

Okay, assessment time.

On the other side of the door behind me are several hundred really ticked off Hydra soldiers ready to take my head off for finding their operation.

On this side of the door, one Hydra guy who's helped me and four others who have been technologically enhanced so that they have abilities similar to some of the main Avengers.

Nice guys, I can tell.

Maybe we can work something out.

"EXTREME MEASURES"

KILL HIM.

Or not.

ZZAKKK!

YOU'RE DOING THAT ALL WRONG, GUY...IF YOU'RE GOING TO DO A NEW YORK HANDSHAKE, THERE SHOULD BE HUNDRED DOLLAR BILLS IN THAT HAND AND I SHOULD BE AT LEAST A CITY COUNCILMAN.

Okay, assessment number two: what are my advantages?

Good looks, charisma, a biting sense of wit, and I'm one heck of a snappy dresser.

HE'S MINE.

NO, I'VE GOT HIM!

And popular, it seems. But those aren't the three really important advantages.

One: we're in a small room, which is going to box these guys in, limit what they can do without hurting each other.

WATCH IT!

Two: these are guys who look out for themselves. They're not used to working as a team.

Three: for all their enhancements, these guys are just carbon copies of the Avengers. They're not the real deal.

But I AM.

YOU GUYS ARE SO OUT OF FASHION. I MEAN, THE WHOLE EVIL TWIN THING WENT OUT OF VOGUE YEARS AGO.

JUST BE GLAD YOU'RE NOT CLONES.

BECAUSE I'M TELLING YOU RIGHT NOW, IF I EVER SEE A CLONE AGAIN, I'LL THROW IT OFF THE NEAREST BRIDGE.

THUS MAKING AN OBSCENE CLONE FALL.

REAL FUNNY.

LAUGH YOUR WAY OUT OF THIS.

WELL, THAT'S NOT MUCH OF A SET-UP, HOW'S YOUR PUNCH LINE?

JUDGE FOR YOURSELF!

MMMM... ENTHUSIASM, AN 8...ACCURACY, 0, SO YOU DON'T MAKE IT TO THE NEXT LEVEL, THANK YOU FOR PLAYING AND HERE'S CHUCK WITH THE HOME GAME FOR YOU TO--

--PLAY WITH?

Uh-oh--

OOOOFFF!

--should've figured they'd build in the return-to-sender bit.

Got to disable it before he can use it again.

Bingo.

YOU THINK THIS CAN STOP ME? *ME?*

BA-BOOM!

NO!

Woof...

A MAN WHO CAN CALL DOWN THE THUNDER!?

THAT EMP BLEW OUT HALF MY CIRCUITS, YOU JERK!

NOT MY PROBLEM, PAL.

And now advantage number two begins to rear its cute little head...

NO! WAIT--

DOESN'T MATTER.

Uh-oh...

DOESN'T MATTER IF WE'RE AT HALF STRENGTH OR QUARTER STRENGTH. WHAT *MATTERS*...IS THAT WE WORK *TOGETHER*.

Nuts.

BRRRRRP

WE STRIKE AT THE SAME TIME, TOGETHER, AND THERE'S NO WAY THAT ONE OF US WON'T KILL HIM.

HE'S GOT NOWHERE TO RUN.

WHO SAYS I WANT TO RUN? WHO SAYS I *NEED* TO RUN?

MAYBE YOU GUYS HAVEN'T NOTICED, BUT I HAVE THIS LITTLE THING I CALL SPIDEY SENSE, WHICH ALERTS ME TO ALL SORTS OF THINGS I NEED TO PAY ATTENTION TO.

LIKE THOSE BRRRRRPS OF MACHINE-GUN FIRE OUTSIDE THE DOOR.

BRRRRRP

BRRRRRP

SEE, MY THEORY IS, IF IT'S JUST ALL YOUR PEOPLE OUTSIDE THE DOOR, THEN THERE'S NO NEED FOR GUNFIRE, RIGHT?

BUT IF THERE *IS* GUNFIRE OUTSIDE THE DOOR, THEN THAT RAISES AN INTERESTING QUESTION.

THAT QUESTION BEING...

BRRRRRP

...GUESS WHO'S COMING TO DINNER?

KER-WHAMMM!

LOOK OUT!

GOOD DAY, GENTLEMEN. YOU HAVE EXACTLY THREE SECONDS TO SURRENDER.

UNFORTUNATELY, IT TOOK FIVE SECONDS FOR ME TO SAY THAT.

AVENGERS ASSEMBLE!

YAAAHHHH!

I hesitate for just a second, as I realize, not for the first time, that when I joined the Avengers, I joined history.

Because these guys don't just *MAKE* history.

They ARE history.

But enough sightseeing. I should get into this before there's nobody left to fight and--

WAIT--

--WE CAN'T STOP NOW, WE HAVE TO GET TO THE MISSILE. IT'S THE ONLY WAY TO SAVE MY FAMILY.

"I KNOW THESE PEOPLE, AND IT'S A FAIR BET THEY STARTED PREPPING THE MISSILE THE SECOND YOU SHOWED UP. IF I'M RIGHT--

"--WE DON'T HAVE MUCH TIME!"

T MINUS 00 HOURS 4 MINUTES 10 SECONDS

WHERE IS IT?

THERE'S A CONCEALED LAUNCH PAD THREE CHAMBERS EAST OF HERE...BUT YOU'LL NEVER GET THERE IN TIME, NOT ON FOOT.

NOT A PROBLEM.

WHEEEEEE!

HEY, BOSS...I NEED A LIFT, FAST!

ON MY WAY. CAP...CAN YOU HOLD THESE GUYS?

CLANGGGG

NOT A PROBLEM.

GO ON. WE'LL CATCH UP.

GET READY TO GRAB ON!

THAT, BOSS...

...HAS *NEVER* BEEN A PROBLEM FOR ME.

WHICH WAY?

LEFT! POUR IT ON! GIVE ME EVERYTHING YOU'VE GOT, SCOTTY!

OKAY, IF YOU'RE SURE YOU CAN HANDLE IT.

I'M SUUUUUUUURE!

WHAT'S THE TARGET?

THERE'S A HARDENED SCUD MISSILE FILLED WITH TONS OF ANTHRAX AND PLAGUE BACILLI.

THEY'RE GOING TO FIRE IT INTO THE OGALALLA AQUIFER AND POISON THE WATER SUPPLY FOR EIGHT STATES. WE HAVE TO STOP IT FROM BEING FIRED.

NOT A PROBLEM. I CAN BLOW IT ON THE GROUND AND--

NO GOOD.

THERE'S ENOUGH TOXINS IN THAT THING TO KILL EVERYBODY IN THE CITY. IF WE BLOW IT UP HERE, IT'LL WIPE OUT EVERYONE FOR MILES AROUND.

JUST SO YOU KNOW--

I THINK I CAN DISABLE IT ON THE GROUND, SO YOU'LL HAVE TO COVER ME WHEN WE FIND IT, AND--

--THAT'S WHAT I'M TRYING TO TELL YOU.

I THINK WE FOUND IT.

OH.

INCOMING FIRE! TAKING EVASIVE ACTION!

NO! THERE'S NO TIME!

YOU'RE EXPOSED, I CAN'T LEAVE YOU IN THE MIDDLE OF THIS.

MAYBE YOU CAN'T--

--BUT I CAN!

JUST KEEP THEM OFF ME FOR THE NEXT TWO MINUTES!

YOU'VE GOT IT!

OUT OF THE WAY! RIGHT NOW!

JUST LET ME GET THIS DONE, GOD, THAT'S ALL I'M ASKING. JUST LET ME FIND THE OVERRIDE AND FINISH THIS--

01 MINUTE 40 SECONDS

WHEEEOOOTTT! WHEEEOOOTTT!

--BEFORE--

SECURITY OVERRIDE INITIATED

HE MADE IT... THE KID'S FASTER THAN I THOUGHT--

SECURITY OVERRIDE INITIATED

NO...NO... THAT'S NOT MY OVER-RIDE!

NO, IT'S NOT.

YOU LOSE.

HAIL HYDRA.

00:10
00:09
00:08

...NO...

NO...

...NO!

Just one chance...got to make this count!

GOT IT!

SPIDER-MAN...

I'VE GOT IT... I CAN DO THIS--

BUCKY, NO!

I CAN DO THIS...I'VE GOT IT...I'VE GOT IT--

--I'VE GOT IT--

RUMBLE

WHAT THE...WHAT'S GOING ON?

EARTHQUAKE!

LOOK!

WHOOOAAA!

EEEEEEEE!

WHAT THE--?

IT'S COMING DOWN!

PAT MAN

UNNNH...

EVERYONE, GET CLEAR! I CAN'T HOLD THIS FOR LONG! GET CLEAR! GET--

--CLEAR!

I'LL NEVER CATCH IT NOW...IT HAS TOO MUCH OF A HEAD-START--

--BUT I HAVE TO TRY!

Oxygen's thin already...this thing is really moving...if I can't stop it fast--

--no...have to stop it...I *WILL* stop it...

Every missile like this...has a gyroscopic and GPS system... constantly checking its speed and position to stay on target--

Just got to get to it...try to send it off course...head for the ocean, far from land...

Getting cold...can barely hold on...can't see, my eyes are clouding up, mask is slapping at them--

Come on, Peter...one chance...do it right...

...so c-cold...fingers getting numb... c-come on, Peter... you can do this...

...you *HAVE* t-to do t-this...

--YES!--

That's it...take it up, as high as I c-can... at this speed, we'll be over the ocean in minutes...so high up... that the toxins will evaporate or dissolve in the ocean--

Can't breathe... c-can't let go... have to ride it out...until--

--until.

Funny...when I said the Avengers were history...I didn't realize that I was going to end up history myself.

Starting to black out... got to fight it...hold on until I can detonate this thing safely...just a little longer.

So peaceful up here...feel like I could sleep...just go to sleep...

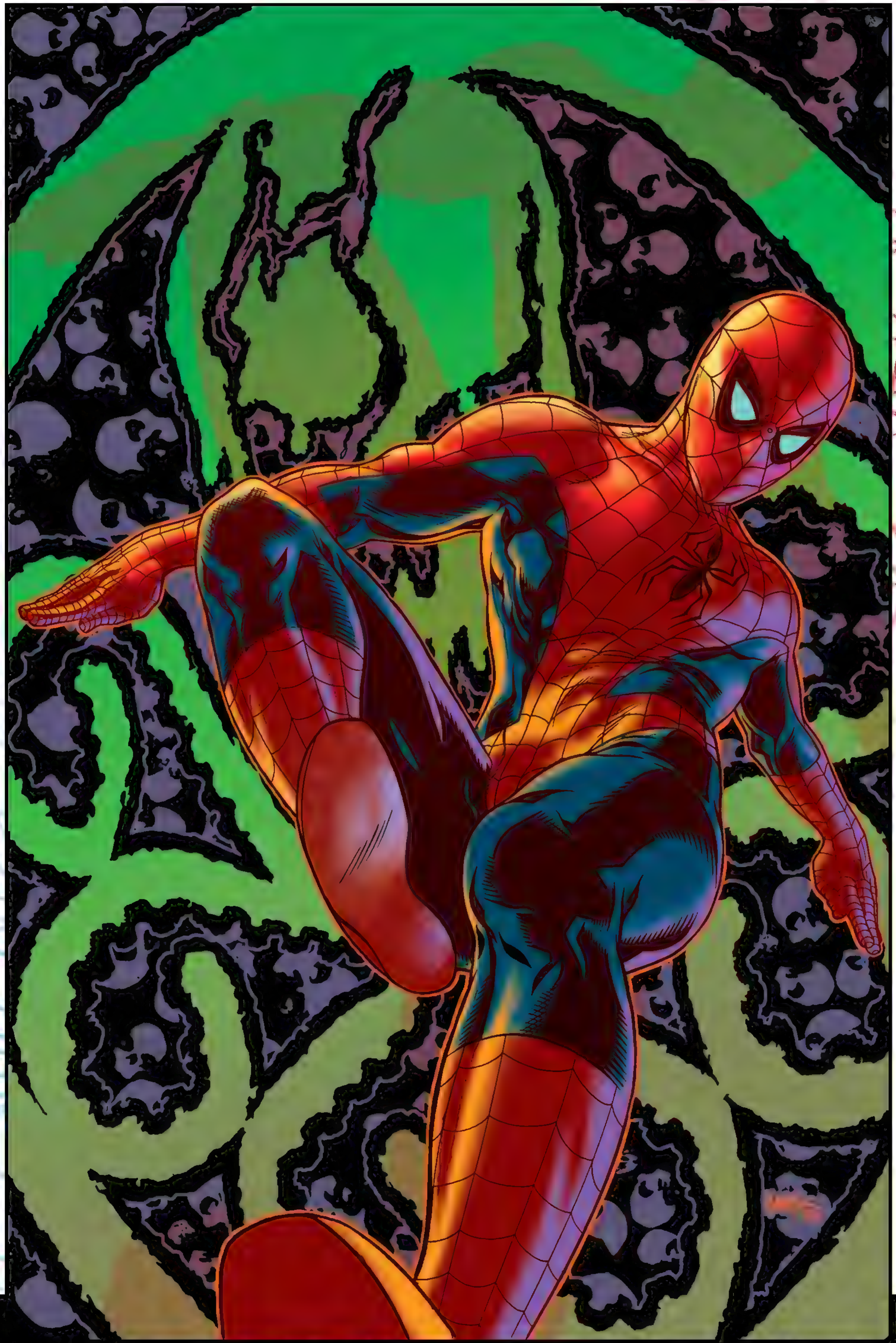
...just...go to sleep...

...goodbye, MJ...May... I love you.

I love you.

I--

RED ROOM



I guess everyone's time runs out sooner or later.

BOOM!

All Fall Down

We saved the city... saved MJ...May... everyone...that's all that matters, all that...

Cold...I'm so cold...

...so...so...

...goodbye.

...HEY, BOSS...

FWOOM!

I FOLLOWED YOU AS FAST AS I COULD, BUT I COULDN'T GET HERE BEFORE THE ROCKET EXPLODED, AND--

PETER?

DON'T TRY TO TALK.

...YEAH...I GET THAT ALL THE TIME...

PETER...?

AFTERBURNERS. FULL BURN.

CONFIRMED.

PREPARE NEGATIVE PRESSURE ISOLAB. FULL VIROLOGICAL QUARANTINE.

SUIT INTEGRITY?

AIR-TIGHT SEALS FUNCTIONING AT 100%.

GOOD.

COME ON, PETER...STAY WITH ME.

STAY WITH ME...

...STAY WITH ME.

...MMMMPFH...

...BRIGHT...

WELL, WELL.

GOOD MORNING.

...MORNING...?

ACTUALLY, IT'S TWO DAYS SINCE I BROUGHT YOU IN.

BECAUSE OTHERWISE...I HAVE TO TELL YOU...THE AFTERLIFE DECOR *REALLY* NEEDS WORK.

SO WHAT HAPPENED?

SO I'M NOT DEAD?

YOU'RE NOT DEAD.

I WAS ABLE TO CATCH YOU BEFORE YOU COULD HIT THE OCEAN AT TERMINAL VELOCITY...BUT NOT BEFORE YOU HAD BEEN EXPOSED TO SOME OF THE TOXINS IN THE WARHEAD.

YOUR SYSTEM WAS STRONG ENOUGH TO HOLD THE EFFECTS AT BAY UNTIL I COULD GET YOU HERE. A FEW MORE MINUTES AND...

ANYWAY, GIVEN THE POLITICAL CLIMATE, I KEEP A STORE OF ANTI-TOXINS ON HAND FOR EVERY-THING FROM ANTHRAX TO VX NERVE GAS FOR USE BY THE TEAM IF IT SHOULD BECOME NECESSARY.

JUST THE TEAM? WHAT ABOUT CIVILIANS? I MEAN, WOULDN'T THEY NEED IT EVEN MORE THAN WE WOULD?

WHAT AN INGENIOUS IDEA, BUILDING A LAB AT A 45-DEGREE ANGLE...WHOA...

WHAT DO THEY TELL YOU ON AIRPLANES WHEN THE OXYGEN MASKS COME DOWN?

"MAKE SURE YOUR *OWN* MASK IS SECURELY IN PLACE BEFORE ATTEMPTING TO ASSIST OTHER PEOPLE."

THE LOGIC OF THE RIGHT CHOICE IS COLD AND HARD MORE OFTEN THAN IT IS WARM AND FUZZY, PETER.

YOU KNOW, I'D HAVE A REALLY GOOD EXCUSE TO GET BACK INTO BED IF YOU WERE TO SAY, "NO, PETER, YOU'RE STILL WEAK, YOU REALLY SHOULDN'T TRY TO STAND."

WOULD YOU LISTEN?

NEVER HAVE BEFORE.

THEN THERE YOU ARE.

HEY, TONY?

YES?

I'M NOT DEAD.

I KNOW.

I'M NOT DEAD...I'M NOT DEAD...I'M NOT DEAD.

NO. YOU'RE NOT. STILL, THERE ARE SOME... ANOMALOUS THINGS I NOTICED. IT MAY BE NOTHING, BUT--

WHAT ABOUT MJ? IS SHE OKAY? DOES SHE KNOW I'M ALL RIGHT?

YES...I'VE KEPT HER INFORMED AT EVERY STEP.

IS SHE HERE?

NO...THERE ARE SOME AREAS OF THE TOWER THAT I HAVE TO KEEP PRIVATE.

THE BEST WAY TO GUARANTEE THE SAFETY OF ANYONE WHO MIGHT WANDER IN... IS TO ENSURE THEY DON'T KNOW WHERE THIS PLACE *IS* IN THE FIRST PLACE.

WHAT'RE YOU--

LIGHTS.

UUUURRRRR

...OH.

WOW...

I REMEMBER SEEING PICTURES OF SOME OF THESE WHEN I WAS JUST A KID. I GREW *UP* WITH--

AHEM...?

I MEAN... WHY...I SAW THIS NOT LONG AGO AT *ALL*...I KNOW BECAUSE I WAS ALREADY ALL FULLY GROWN AND MANLY...SO IT COULDN'T HAVE BEEN MORE THAN A COUPLE OF YEARS, *TOPS*. YEP. THAT'S WHEN I SAW IT.

ON A BLACK-AND-WHITE NEWSREEL.

WELL, THAT LITTLE ASIDE SHOULD ERASE ANY DOUBTS I MAY HAVE HAD ABOUT THE FACT THAT YOU'RE FEELING BETTER.

HERE'S A SHIRT.

THANKS.

IT'S ONE OF MINE. TRY NOT TO GET ANYTHING ON IT.

SO WHAT WAS THAT ABOUT DOUBTS?

WELL, AS I STARTED TO SAY... I GOT SOME ANOMALOUS READINGS WHEN I RAN YOUR BLOOD THROUGH SOME OF MY MEDICAL SCANNERS.

TONY, I WAS BITTEN BY A RADIOACTIVE SPIDER. *EVERY*THING ABOUT MY BLOOD IS ANOMALOUS.

OOOOOH... SILK. QUICK, SOMEBODY SET ME UP WITH A PLATE OF SPAGHETTI.

WHILE YOU WERE UNCONSCIOUS, YOUR WHITE BLOOD CELL COUNT WAS ALL OVER THE MAP, YOUR NERVOUS SYSTEM WAS FIRING RANDOMLY, AND YOU WERE GETTING ADRENALINE SURGES EVEN WHEN YOU WEREN'T DOING ANYTHING.

NOW, EVEN THOUGH I KNOW HOW TO HANDLE THE ANTI-TOXIN SERUMS, I'M NOT A DOCTOR--

--BUT YOU PLAY ONE ON TV--

--*BUT* IF YOU HADN'T COME OUT IF IT BY TONIGHT, I WAS GOING TO BRING IN SOMEONE FROM THE OUTSIDE. THERE ARE A FEW DOCTORS I CAN TRUST TO--

YEAH, BUT I'M OKAY, RIGHT? I MEAN, I'M UP AND AWAKE, HAPPY AND SNAPPY, BRIGHT-EYED AND BUSHY-TAILED--

--OR WAS THAT THE SCORPION? HE HAD A BIG TAIL... OR MAYBE HE WAS JUST HAPPY TO SEE ME...

WELL, YOU'RE CERTAINLY AS ANNOYING AS EVER--

THAT'S WHAT I'M TRYING TO--*HEY!*

--SO THE READINGS I PICKED UP COULD HAVE BEEN THE RESULT OF YOUR RATHER UNCONVENTIONAL BIOLOGY FIGHTING THE TOXINS...PROVIDED THAT THERE WERE NO SYMPTOMS THAT *PREDATED* YOUR EXPOSURE TO THE TOXINS.

WHAT KIND OF SYMPTOMS?

ANYTHING... UNUSUAL.

UNUSUAL HOW? LIKE...GROWING-SIX-ARMS UNUSUAL? BECAUSE I'VE GOT ONE HECK OF A STORY FOR YOU ABOUT--

I'M TALKING ABOUT ANYTHING THAT MIGHT POINT TO THE POSSIBILITY THAT SOMETHING IS PUTTING AN UNUSUAL STRAIN ON YOUR SYSTEM.

BLACKOUTS, FOR INSTANCE.

"LOSING CONSCIOUSNESS OR GRAYING OUT FROM WHAT WOULD NOT NORMALLY BE UNDUE PHYSICAL STRESS--

"--OR EXTREME EMOTIONAL STRESS?

HAVE YOU FOUND YOURSELF BLACKING OUT LATELY?

"HAVE YOU SUDDENLY FOUND YOURSELF DIZZY OR DISORIENTED?

"...OR CONFUSED?"

I HAVE SO GOT TO STOP TALKING TO MYSELF.

NO, YOU DON'T.

SHUT UP.

"CLUMSY...

HAVE YOU HAD ANY OF THOSE SYMPTOMS, PETER?

NO. I MEAN...I'VE *ALWAYS* BEEN KIND OF LOOPY, AND...

NO. I'M GOOD.

I'M GOOD.

SO WHAT HAPPENED TO HYDRA AFTER I SPLIT?

WELL, I WASN'T THERE FOR MOST OF IT, SINCE I WAS BUSY CHASING DOWN A CERTAIN YOUNG MAN WITH A SERIOUS DEATH WISH--

"--BUT ACCORDING TO STEVE, AS SOON AS THE ROCKET WENT *UP*, EVERYBODY GOT *OUT* AS FAST AS THEY COULD.

"AS THE EVACUATION STARTED, A SERIES OF EXPLOSIONS BEGAN TO RIP THROUGH THE HYDRA BASE. THEY DIDN'T WANT ANYONE GETTING THEIR HANDS ON ANY VITAL HYDRA RECORDS.

"THE UNDERGROUND BLASTS CAUSED SINKHOLES TO OPEN ALL OVER THE AREA, THREATENING THE LIVES OF CIVILIANS.

"SO THE OTHERS WERE DIVERTED ABOVEGROUND BY THE NEED TO INTERVENE, OR ELSE DOZENS WOULD HAVE BEEN KILLED."

BY THE TIME THEY GOT BACK INTO THE UNDERGROUND BASE... OR WHAT WAS LEFT OF IT... EVERYBODY HAD CLEARED OUT. THE HYDRA FORCES, OUR OPPOSITE NUMBERS, EVERYONE.

WHAT ABOUT THE SUPREME HYDRA, LASCOMBE?

NOT A TRACE.

"HE COULD BE ANYWHERE IN THE WORLD BY NOW."

WELCOME TO HEATHROW

BUT YOU CAN CATCH UP ON ALL THE DETAILS LATER, THE OTHERS WILL BE HAPPY TO FILL YOU IN.

THE HECK WITH THAT, THE ONLY PERSON I WANT TO SEE RIGHT NOW IS MJ.

WELL, IF YOU'RE GOING TO DO THAT, THEN YOU'D BETTER PUT SOME PANTS ON FIRST.

SAYS YOU.

--LOOK, THE ANSWER IS *NO*, OKAY? *NO*. NOW STOP *BOTHERING* ME.

DAILY BUGLE ASKING YOU TO SUBSCRIBE AGAIN, DEAR?

NO...

BECAUSE PETER WAS GETTING THOSE CALLS ALL THE TIME A WHILE BACK, SO HE TOLD THEM THAT IN ADDITION TO THE NATIONAL DO NOT CALL HOTLINE, THERE'S THE DO NOT CALL OR I'LL BURN DOWN YOUR HOUSE HOTLINE--

IT'S NOT THAT, IT'S JUST--

EVER SINCE THAT AWFUL PICTURE APPEARED IN THE TABLOIDS, IMPLYING I WAS HAVING AN AFFAIR WITH TONY STARK, I'VE BEEN GETTING JOB OFFERS UP THE--

--PHONE.

THESE ARE PEOPLE I CALLED FOR *MONTHS* TRYING TO GET AN AUDITION. NOTHING.

BUT *NOW*... SUDDENLY THEY ALL WANT ME, BECAUSE EVERYONE'S *TALKING* ABOUT ME.

THEY DON'T WANT ME BECAUSE I'M A GOOD *ACTRESS*, BUT BECAUSE THEY THINK I'M POLISHING TONY STARK'S--

NOW, NOW...

...I THINK THERE'S SOME OTHER PLACE YOU MIGHT WISH TO PLACE ALL THAT PASSION.

PETER...?

YEAH, IT'S--

--MPMPRH...

...MMMMMMM...

I WAS SO WORRIED--

I KNOW... BUT I'M OKAY NOW. YOU THINK I'D LET A LITTLE THING LIKE A SCUD ROCKET FULL OF ANTHRAX GET IN THE WAY OF A FACE LIKE YOURS?

YEAH... I SHOULD'VE KNOWN...

SILVERWARE... I WAS GOING TO SAY POLISHING YOUR *SILVERWARE*...I SWEAR--

DON'T WORRY ABOUT IT, MARY JANE.

BUT YOU REMIND ME THAT THERE'S ONE LAST LITTLE THREAD TO BE TAKEN CARE OF, SO I'LL GO AND ATTEND TO IT AND LEAVE YOU TO...

...POLISH HIS SILVERWARE.

HOW LONG WAS I UNCONSCIOUS AGAIN...?

"IT'S REALLY NOTHING FOR YOU TO BE EMBARRASSED ABOUT--"

--MR. STARK. YOU'RE A GROWN MAN AND A BACHELOR, AND SHE'S A GROWN WOMAN AND A...

...WELL, THAT'S NOT REALLY FOR ME TO SAY, IS IT?

BUT IT *IS* WHAT YOU'RE TRYING TO IMPLY.

I'M JUST A PHOTOGRAPHER, MR. STARK. I TAKE PICTURES AND LEAVE THE INTERPRETATIONS TO MY READERS.

THE CAMERA DOESN'T LIE, AFTER ALL.

OF COURSE IT DOES...DEPENDING ON WHAT THE MAN BEHIND THE CAMERA *WANTS* THE PICTURE TO SAY.

IT MIGHT INTEREST YOU TO KNOW THAT MS. WATSON-PARKER WAS COMING THAT NIGHT NOT TO SEE ME, BUT HER HUSBAND, WHO WAS WORKING LATE WITH ME.

YOU SEE, I'VE ENGAGED HIS SERVICES AS A PHOTOGRAPHER TO DOCUMENT THE WORK OF MY COMPANY.

HE'S PERFECT FOR US SINCE HE HAS BOTH A MODEST SCIENTIFIC BACKGROUND AS WELL AS BEING A PHOTOGRAPHER. FAR LESS TO EXPLAIN THAT WAY.

UH-HUH.

ONE PROBLEM. I DON'T BUY IT. NOBODY LOOKS THAT GUILTY WITHOUT A REASON. EYES'LL GIVE YOU AWAY EVERY TIME.

I DISAGREE WITH YOU, MR. CHAMBLISS. *YOUR* EYES, FOR INSTANCE. TO LOOK AT YOU--A MARRIED MAN, WITH TWO CHILDREN AND A LOVING WIFE--ONE WOULD NEVER IMAGINE THAT YOU WOULD BE CAPABLE OF--

--WELL... THIS.

WHAT'S--

SINCE YOU THINK IT'S PERFECTLY FINE TO FOLLOW PEOPLE AROUND AND TAKE PICTURES OF THEM...I RETURNED THE FAVOR.

OF COURSE, MY PEOPLE WERE EQUIPPED WITH INFRARED AND NIGHT-VISION CAMERAS, NOTHING AS CRUDE AS A FLASH CAMERA, SO THE QUALITY OF THE IMAGES IS REALLY QUITE--

--BREATHTAKING, DON'T YOU THINK?

...OHJEEZ... OHJEEZ... OHJEEZOH JEEZ...

TABLOID HACKS LIKE YOU, MR. CHAMBLISS, MAKE THEIR LIVING CAUSING OTHER PEOPLE PAIN AND ANGUISH UNDER THE GUISE OF *JUST DOING YOUR JOB.*

IT'S ONE THING FOR AN ENEMY TO TRY AND HURT ME, OR SOMEONE I CARE FOR, BUT WHEN THE PAIN IS THE RESULT OF CASUAL CRUELTY, DRIVE-BY VICIOUSNESS, THAT'S ***BEYOND*** DESPICABLE.

YOU WILL RETRACT YOUR PIECE, AND APOLOGIZE FOR THE PAIN YOU'VE CAUSED, OR I WILL USE EVERY RESOURCE AT MY DISPOSAL, EVERY DOLLAR I HAVE--

--TO GRIND YOU--

--INTO--

--POWDER.

AM I PERFECTLY CRYSTAL CLEAR?

YES SIR MR. STARK.

"GOOD. BECAUSE MY EMPLOYEE, MR. PARKER, HAS HAD A *VERY* DIFFICULT FEW DAYS, AND I DO *NOT* INTEND TO LET THIS BE A HINDRANCE TO HIS RECOVERY."

CAN I TELL YOU A SECRET?

SURE.

THE FIRST TIME I FOUND OUT WHO YOU WERE, AND WHAT YOU COULD *DO*, I THOUGHT--

--THIS IS A MAN WHO CAN USE HIS FINGERS TO CLIMB UP *WALLS*.

AS I RECALL... I PASSED OUT.

HMMMM...

PETER, AN ADMISSION LIKE THAT WOULD BRING ANY OTHER MAN TO HIS KNEES. SO HOW COME YOU'RE STILL A MILLION MILES AWAY?

IT'S NOTHING, I--

WHEN I CAME IN, I NOTICED THAT JARVIS AND AUNT MAY WERE...HOLDING HANDS.

WHY IS IT MEN ARE ALWAYS THE LAST ONES TO NOTICE?

IT STARTED THE DAY WE *GOT* HERE. THEN WHEN YOU WERE HURT, THEY BEGAN TO SPEND A LOT OF TIME TOGETHER, AND--

--WELL, THERE YOU ARE.

SO YOU'RE SAYING AUNT MAY AND JARVIS ARE...

...AUNT-MAY-AND-JARVIS?

UH-HUH.

WELL, THAT'S... THAT'S GOOD. I MEAN...

...AT HER AGE, BEING ALONE FOR SO LONG, I'M... *GLAD* SHE'S FOUND SOMEONE TO...HOLD HANDS WITH.

OKAY, I AM SO GETTING OUT OF BED NOW.

PETER--

NOT LISTENING... NAAAA-NAAAAA-NAAAAA.

YOU ARE FOURTEEN YEARS OLD, YOU KNOW THAT?

NOT LIS-SSSSSSSSS-STENING.

THEN YOU WON'T HEAR ME WHEN I SUGGEST THAT THE SPA TUB IS *GREAT* FOR YOUR BACK, AND GIVEN EVERYTHING YOU'VE BEEN THROUGH LATELY--

NOW *THAT'S* A GOOD--

AUNT-MAY-AND-JARVIS!

NOT LISTENING!

HA-HA!

I LOVE YOU, PETER!

I'M GOING TO SLEEP...SOAK AS LONG AS YOU LIKE.

OKAY, THAT I HEARD... ME AND HALF THE NEIGHBORHOOD...

OKALEE DOKALEE...

After discovering that I'm actually still alive... the best part is realizing just how good my life is.

Yeah, there's problems. Yeah, there are days it sucks. But the rest of the time...y'know...it ain't bad.

I can do what I have to do out there, knowing that MJ and May have some of the baddest bodyguards on the planet... folks I can talk to about the job and learn from, who actually ***RESPECT*** me.

This is as good as it's ever going to--

--ever going to--

...PETER...?

PETER... ARE YOU OKAY?

HUNNNNNNHHHH...?

I WOKE UP AND LOOKED AT THE CLOCK...IT'S BEEN AN HOUR. YOU'RE GOING TO PRUNE IN THERE.

HOUR... RIGHT... RIGHT...

...OH CRAP--

WHAT'S WRONG?

I... UH...

...I FELL ASLEEP IN THE TUB. I'M AFRAID SOME OF THE WATER RAN OUT.

SHOULD I CALL SOMEONE, OR--

NO!

I MEAN... NO...I'VE GOT IT. JUST...GOTTA GET THE TOWELS TO SOAK IT UP, THAT'S ALL. GO ON BACK TO SLEEP.

OKAY.

Okay. So...I fell asleep sitting there. That's all.

I fell asleep.

And fell on the floor and never felt it for an hour.

I'M TALKING ABOUT ANYTHING THAT MIGHT POINT TO THE POSSIBILITY THAT SOMETHING IS PUTTING AN UNUSUAL STRAIN ON YOUR SYSTEM.

BLACKOUTS, FOR INSTANCE.

"HAVE YOU?"

Stop it. You're *ALL RIGHT.*

It's *NOTHING.*

"HAVE YOU FOUND YOURSELF BLACKING OUT LATELY?

NO.

I.

HAVEN'T.

It's just fatigue, that's all it is. Hell, I was just exposed to all kinds of toxins, anti-toxins, and had a ***ROCKET*** blow up under me at five thousand feet.

Something like that would leave *ANYbody* a little messed up for a while.

For as sick a sense of humor as the universe seems to have some days when it comes to me...with everything going so well for a change, with MJ and me and even May being happy for the first time in a long time...even the universe wouldn't...couldn't--

Nothing. It's nothing.

Think about how much you love her, and it'll go away. Same as it ***ALWAYS*** goes away.

Don't think about it. That's all. Don't think about it.

Don't think about it...

FRIENDLY NEIGHBORHOOD SPIDER-MAN #1

"SPIDER-MAN: THE OTHER — EVOLVE OR DIE, PART ONE: SHOCK"

"SO I HAD THIS WEIRD DREAM, MJ. IT STARTED WITH MORLUN...THAT LUNATIC WHO WANTED TO 'EAT' MY SPIDER-POWERS, REMEMBER?

"AND HE'S ROLLING A BODY INTO A MORGUE.

"AND I'M AFRAID IT'S ME... EXCEPT IF I'M DEAD AND INSIDE THE BAG, I COULDN'T BE SEEING IT, RIGHT?

"THEN KRAVEN THE HUNTER IS THERE, AND IT'S...WELL, IT'S PRETTY STRANGE...

"AND THEN I SEE UNCLE BEN, AND HE'S SAYING--

TO EVERYTHING THERE IS A SEASON. A TIME TO LIVE...A TIME TO...

"AND THEN EVERYTHING'S BLACK...EXCEPT FOR THE DICE, WITH SNAKE EYES...

"AND A VOICE WHISPERING, 'YOU LOSE.'

"AND EVER SINCE THEN..."

...I'VE BEEN AFRAID I'M GONNA LOSE IT ALL.

I MEAN, IT WAS *ALMOST* EASIER WHEN I HAD NOTHING. WHEN I WAS SCRAMBLING TO RUB TWO NICKELS TOGETHER AND KEEP A ROOF OVER MY HEAD.

MMMM...?

THAT'S THE PROBLEM WITH HAVING A TON OF BLESSINGS. YOU KEEP WAITING FOR GOD TO NOTICE AND SAY, "WAIT, THAT'S NOT SUPPOSED TO HAPPEN." KNOW WHAT I MEAN?

MMM...

AREN'T *YOU* WORRIED MY LUCK'LL RUN TRUE AND I'LL LOSE IT ALL?

UNH-UNH

THAT'S OPTIMISTIC. I MEAN, LOOK AT THE FACTS.

I'M IN THE AVENGERS. WE'RE LIVING IN STARK TOWERS, RENT FREE. AUNT MAY'S HEALTHY. I'M MARRIED TO *YOU*. IT'S ALL GOING TOO *WELL* TO LAS--

PETER...YOU *KNOW* I LOVE YOU. YOU KNOW YOUR CONCERNS ARE MY CONCERNS.

BUT COULD YOU PLEASE, FOR GOD'S SAKE, FOCUS ON THE *HERE* AND *NOW*?

SORRY.

I MEAN, CRIPES! GET YOUR HEAD IN THE GAME, OKAY?

I *SAID* I'M SORRY.

JUST FEELING A LITTLE *UNAPPRECIATED*, IS ALL I'M SAYING.

AW MAN, MJ, WHATTAYA *WANT* FROM ME?

MMMM...

OH. *RIIIIIGHT...*

RIGHT, COME ON. MOVE IT ALONG. HAVEN'T GOT ALL DAY.

IBANK·NY

TAXI

YOU BET YOU DON'T, PUNK. 'CAUSE THE COPS ARE GONNA NAIL YOUR BUTT...

RIGHT, BECAUSE OF THE SILENT ALARM ONE OF THESE NICE LADIES NO DOUBT TRIPPED.

ONE LITTLE PROBLEM WITH THAT...

NEED A NEW ACCOUNT?

K·NY

I HAD SOME FUN WITH THE *TRAFFIC LIGHTS* HERE-ABOUTS.

"IT'S AMAZING HOW PUTTING THEM JUST A *LITTLE* OUT OF SYNCH CAN CAUSE TRAFFIC JAMS FOR TEN BLOCKS. AND LAST I CHECKED...

"...COPS CAN'T FLY.

"AH."

ALL RIGHT. *NOT* UNEXPECTED.

I'LL BE RIGHT BACK. MEANTIME...

...WHICHEVER BAG YOU SLIPPED A BLUE DYE CANISTER INTO...*REMOVE* IT.

I... I DON'T KNOW WHAT YOU'RE--

SWEETHEART, IF I OPEN MY LOOT AND SOMETHING *EXPLOSIVE* AND *BLUE* GOES OFF IN *MY* FACE...

...I *WILL* FIND YOU AND PUT A BULLET IN YOUR BRAIN...

...BY *HAND.*

SO PICK YOUR POISON.

BANK·NY

OH, WOW! A NEW BAD GUY!

I CAN *TELL,* Y'KNOW...

...'CAUSE YOU STILL HAVE THAT NEW BAD GUY SMELL.

SPIDER-MAN: THE OTHER--EVOLVE OR DIE PART ONE

SHOCK

BLAM!

BLAM!

THWIP

WOW. YOU REALLY *ARE* NEW!

HAVEN'T YOU HEARD?

I'M YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN.

I *LAUGH* AT BULLETS.

INTERESTING. SEE, *THESE* BULLETS...

...THEY LAUGH *BACK*.

HUH?

YOU GOTTA BE *KIDDING* ME!

WAIT...HERE'S THE *BEST* PART. NOW THAT THEY'RE LOCKED ON...

WHAT'RE YOU--?

...THEY'LL AVOID *ANY OTHER* PERSON...

THAT SHOULD KEEP HIM ENTERTAINED FOR A WHILE.

...JUST TO GET TO *YOU.*

OKAY, NOBODY GET UP.

BLAM!

ARRRHHH!!!

I WASN'T GETTING UP!!!!

I'M MERCURIAL.

AH. YOU MADE THE *RIGHT* DECISION.

STILL, IT NEEDS SOMETHING, RIGHT ABOUT...

...THERE.

OH GOD...PLEASE... NO...I...

...AND THERE...AND THERRRRE...

...I HAVE A BABY GIRL AT HOME... PLEASE...

WELL, THEN, YOU TELL YOUR BABY GIRL...

...THAT TRACER SAID "HI."

HAVE A *NICE* DAY.

"LOOK...STEVE...I APPRECIATE YOU OFFERING TO HELP, Y'KNOW, TEACH ME TO BE A BETTER...I DUNNO, *WHATEVER* I AM..."

"OFFERING? PETER, MARY JANE HERE ASKED ME TO."

"SHE *WHAT?* MJ, YOU--?"

"WELL, HONEY, YOU WERE THE ONE WHO WAS WORRIED ABOUT DYING..."

"DYING?! WHO SAID *DYING?*"

"YOU DREAMT ABOUT A *MORGUE*, PETER. I DIDN'T HAVE TO BE FREUD TO FIGURE IT OUT. AND STEVE AGREED..."

"MJ, THAT WAS SUPPOSED TO STAY BETWEEN US! YOU--!"

"PETER, HONEY...ARE YOU GONNA TELL ME I CAN'T CONFIDE IN CAPTAIN AMERICA?"

"OKAY...POINT TAKEN. I GUESS HE'S TRUSTWORTHY..."

SPIDER-MAN: THREAT OR MENACE? DECIDE FOR YOURSELF

PUBLISHER J. JONAH JAMESON STRIKING A BALANCE EVERY DAY IN THE DAILY BUGLE

"YOU *GUESS...?!*"

"OKAY, OKAY! *NO PROBLEM!* NOW LEGGO MY EAR, MJ!"

I'LL TRY TO LIVE UP TO YOUR CONFIDENCE. NOW... FOLLOW MY MOVEMENTS. MOVE SLOWLY, PLAYING YOUR MUSCLES AGAINST EACH OTHER.

AND WORK ON FOCUSING.

WHAT AM I FOCUSING, EXACTLY?

YOUR CHI.

MY "CHEE?"

YES.

WELL...NO PROBLEM THERE. I'M A CHI WIZ. GET IT? A...

Y'KNOW, I'M *WAY* FUNNIER WHEN I'M WEARING THE MASK.

CAN I, MAYBE, GO PUT IT ON?

NO!

Okay.

YOU'RE A *TEACHER*, PETER. WHY ARE YOU NERVOUS ABOUT *LEARNING*?

I'M *NOT*... EXACTLY.

THEN *WHAT* EXACTLY?

IT'S JUST... I'VE ALWAYS OPERATED ON *INSTINCT*. AND I'M WORRIED YOU MIGHT TELL ME SOMETHING LIKE...

INSTINCT CAN KILL YOU.

RIGHT! LIKE *THAT*, FOR INSTANCE.

THAT'S NOT A "FOR INSTANCE." IT *CAN* KILL YOU.

OH YEAH, *THIS'LL* HELP ME SLEEP BETTER.

IN 1977, TWO 747s--A PAN AM AND A KLM FLIGHT--COLLIDED ON A RUNWAY IN THE CANARY ISLANDS. EVERYONE ON THE KLM PLANE WAS KILLED INSTANTLY. ONLY SIXTY OUT OF NEARLY 400 ON THE PAN AM PLANE SURVIVED.

THE THING IS...MANY MORE *COULD* HAVE ESCAPED DEATH ON THE PAN AM FLIGHT.

BUT THEIR MINDS COULDN'T PROCESS WHAT WAS HAPPENING, SO THEIR INSTINCTS KEPT THEM IN THEIR SEATS, WAITING FOR GUIDANCE.

THEN THERE'S SCUBA DIVERS WHO DROWN WITH OXYGEN STILL IN THEIR TANKS.

SOMETHING *OBSTRUCTS* THEIR BREATHING PASSAGES. *INSTINCT* COMPELS THEM TO PULL OFF THEIR MASKS IN ORDER TO CLEAR THE OBSTRUCTION...

...AND THEY *DIE.*

STEVE, IF I CAN'T RELY ON MY INSTINCTS...I'VE GOT NOTHING. AND THAT'S, FRANKLY, KINDA SCARY.

I UNDERSTAND. BUT THAT SHOULDN'T DETER YOU FROM LOOKING BEYOND IT.

IF YOU WANT TO SURVIVE TO A RIPE OLD AGE, YOU KNOW WHAT YOU NEED?

AN ICE FLOE TO BE *FROZEN ALIVE* IN?

DROLL. *VERY* DROLL.

PETER...ALL I'M SAYING IS THAT ONE CONSIDERED, CALCULATED MOVE CAN BE BETTER THAN TWENTY *REACTIVE* MOVES, NO MATTER HOW WELL-EXECUTED THEY ARE.

AND THAT REQUIRES *FOCUS.*

"YOUR SPEED, YOUR STRENGTH... IT'S AMAZING. SPECTACULAR.

"BUT SOMETIMES YOU NEED TO STOP.

DELICATESSEN

SALE

"TAKE A DEEP BREATH. FOCUS YOUR ENERGY... YOUR CHI...

"REACH INTO YOURSELF. ENVISION YOURSELF ACCOMPLISHING THAT WHICH YOU THOUGHT YOU *COULDN'T.*

"*SEE* IT. *CONCENTRATE* ON IT. SLOW THE WORLD AROUND YOU SO THAT THERE'S ONLY YOU...AND YOUR GOAL...AND THEN...

"...DO IT!"

SHAK!
SHAK!
WHOA, DUDE.
YOU BET YOUR BUTT, "WHOA."
THANK YOU, THANK YOU, MAGIC LOVERS. AND NOTICE THAT, AT NO TIME, DID MY HANDS LEAVE MY--
--WRISTS?
AH... CRAP.
THAT'S GONNA HUR--
UNFFFF.
DUDE?

SO...SHALL I CALL YOU SPIDER-MAN? MR. MAN? OR YOU CAN TELL ME YOUR FIRST NAME IF YOU WISH.

LATELY IT'S LIKE I CAN FIELD A HOCKEY TEAM WITH ALL THE PEOPLE WHO KNOW MY NAME. SO HOW ABOUT, FOR NOW, WE KEEP IT "SPIDER-MAN." OR "SPIDEY."

WHATEVER.

WELL....CAP SAID YOU COULD BE TRUSTED, SO YEAH, OKAY I GUESS.

IF YOU'RE GOING TO BE MY PATIENT, THOUGH, I'LL BE RUNNING SOME BLOODWORK ON YOU. JUST ROUTINE.

THANKS FOR THE VOTE OF CONFIDENCE.

YOU WANT TO GO INTO MY OFFICE, CHECK MY DIPLOMAS?

NO...THAT'S NOT NECESSARY, DOCTOR CASTILLO...

YOU SHOULD. THEY'RE ***EDIBLE.*** MADE OUT OF MATZOH.

OKAY, I ***GET*** IT.

I DON'T THINK YOU DO.

I JUST TOOK A BULLET OUT OF YOUR SHOULDER. ACCORDING TO LAW, I HAVE TO REPORT IT TO THE POLICE, ALONG WITH ***ALL*** DETAILS OF THE VICTIM'S IDENTITY.

I'M ***NOT*** GOING TO DO THAT. JUST AS I HAVEN'T FOR A NUMBER OF OTHER WOUNDED HEROES WHO'D RATHER AVOID LEGAL SCRUTINY. IN SO DOING...I REGULARLY PUT MY LICENSE AT RISK.

YOU'RE SAYING DISCRETION IS A TWO-WAY STREET.

YOU'RE A MASTER OF UNDER-STATEMENT.

ACTUALLY, ALMOST ***NEVER.***

I BEGAN THIS...*SERVICE*...YEARS AGO. I SAW BRAVE PEOPLE RISKING THEIR LIVES, AND FELT THAT BINDING THEIR WOUNDS...

...CURING THEM OF THEIR SOMETIMES UNIQUE ILLS...

...WAS THE *LEAST* I COULD DO.

I WAS A FORMER CLASSMATE OF REED RICHARDS, SO HE VOUCHED FOR ME. SLOWLY, WORD ABOUT ME SPREAD.

WHY DIDN'T ANYONE TELL *ME?*

WHY *NOT?*

MAYBE THEY DIDN'T TRUST YOU.

PROBABLY BECAUSE THEIR *INITIAL* IMPULSE IS TO HIT YOU WITH A ROLLED UP NEWSPAPER.

THEY CAN'T SEE *ANY* PART OF YOUR FACE, YOU KEEP TO *YOURSELF,* AND YOU DRESS LIKE SOMETHING *ICKY.*

YOU'RE NOT THE *FIRST GUY* PEOPLE ARE GONNA INVITE TO A BOX SOCIAL, Y'KNOW?

POINT TAKEN, DOC.

I'LL CALL YOU WITH THE RESULTS. OKAY, SPIDER-MAN?

PETER.

MY NAME'S *PETER.*

FUNNY. YOU DON'T *LOOK* LIKE A "PETER."

YEAH, I HEAR THAT A *LOT.*

YOU KNOW WHAT *ELSE* I HEAR A LOT?

YOU'RE INSANE!

LOOK AT YOU! YOU'RE WOUNDED!

C'MON, MJ. YOU KNOW I GET BETTER FAST.

YEAH? WHAT IF YOU *DIE?* WHAT'RE THE ODDS OF YOU GETTING BETTER *THEN?*

SERIOUSLY? SURPRISINGLY GOOD.

PETER, WILL YOU LISTEN TO ME...

MJ, I'VE GOT TO DO THIS!

WHY?

BECAUSE I'M *SCARED,* OKAY?

I CAN...FEEL IT. *FEAR,* BURNING IN MY STOMACH LIKE FOOD POISONING.

AND I DON'T KNOW *WHY.* ALL I KNOW IS...IF I DON'T GET OUT THERE...*NOW...*

AND THAT'S A *BAD* THING... *HOW?*

...

...I MAY NOT BE ABLE TO KEEP DOING THIS AT *ALL.*

YOU...JUST HAVE TO TRUST ME THAT IT WOULD BE.

COULD YOU AT LEAST MAYBE BRING STEVE ALONG...?

AW, *C'MON*, MJ. IT'D BE LIKE BRINGING MY DAD TO WHOMP ON THE SCHOOL BULLY AFTER GETTING MY NOSE BLOODIED.

NOT SEEING A DOWNSIDE.

OH, CHECK IT OUT: THE PAPERS SAY THE GUY WHO SHOT ME CALLS HIMSELF "TRACER."

WELL, I'M TRACKING HIM VIA A *SPIDER-TRACER* I SLAPPED ON HIM BEFORE I RAN.

GOTTA *LOVE* THE IRONY.

UH-HUH. RIGHT UP THERE WITH LOVING YOU...

...IRONY'S A CLOSE SECOND.

AND MOVING UP *FAST.*

C'MON, C'MON, WHERE ARE YOU?

BEEN AN HOUR NOW. SHOULDER'S BURNING LIKE A SON OF A--

AH!

BINGO.

MOVING FAST CROSS-TOWN.

HELLOOOOO, NURSE.

HE MUST BE IN THAT LIMO.

HOW SWELL. MAYBE HE BOUGHT IT WITH THE MONEY HE STOLE.

SURE HOPE HE KEPT A *RECEIPT.*

GOTTA MOVE FAST, BEFORE WE GET OUT OF CAMERA RANGE.

GOOD OLD SPIDER-SENSE. MAYBE CAPTAIN "BULLETS DON'T BOTHER ME 'CAUSE I GOT THIS BIG FRISBEE TO HIDE BEHIND" AMERICA THINKS IT'S DISS-WORTHY...

...BUT I COULDN'T TRACK MY TRACERS WITHOUT IT.

SO MAYBE, WHEN IT COMES TO INSTINCTS...

...I SHOULD PUT MY BEST FOOT FORWARD!

KRAAASH

ARE YOU... OUT OF YOUR *MIND?!?!*

INTERESTING QUESTION.

WHY DON'T WE ASK YOUR *PASSENGER?*

HEY! LOVEBUG! THE QUESTION OF THE HOUR IS, AM *I* OUT OF MY *MIND?!*

WHY NOT FAVOR US WITH AN--

--ANSWER...?

YOU CAN READ MY ANSWER IN TOMORROW'S "BUGLE."

WELL, THIS IS JUST BAD ON SO *MANY* LEVELS...

OYYYYYY...

"HEY, TONY. CAN YOU LEND ME SOME MONEY TO REIMBURSE JONAH JAMESON FOR DAMAGE I DID TO HIS CAR IN THE LINE OF DUTY?

"BECAUSE I CAN'T SELL HIM THE PICTURES I TOOK SINCE HE KNOWS PETER PARKER WASN'T ANYWHERE AROUND."

YEAH. THAT SOUNDS GREAT.

OH, HERE COMES MORE GOOD NEWS.

RIIING

YEAH?

PETER? THIS IS DOCTOR CASTILLO.

OH. HI.

WE NEED TO RUN SOME MORE TESTS.

HOW COME?

THE INITIAL TESTS... THEY INDICATED SOME THINGS THAT...

WHAT... KIND OF THINGS?

I'D RATHER NOT SAY AT THIS--

WHAT. KIND. OF THINGS?

BAD, PETER. VERY BAD.

SNAKE EYES. YOU LOSE.

MARVEL KNIGHTS SPIDER-MAN #19

"SPIDER-MAN: THE OTHER — EVOLVE OR DIE, PART TWO: DENIAL"

SPIDER-MAN: THE OTHER-EVOLVE OR DIE PART TWO:

DENIAL

"AND IN A BERSERK ASSAULT UPON THIS NEWSPAPER'S PUBLISHER, THE MENACE-THAT-CRAWLS-LIKE-A-SPIDER..."

I DON'T BELIEVE IT. THIS *CAN'T* BE HAPPENING. IT'S LIKE EVERY TIME I TURN AROUND, THERE'S SOME NEW HORROR.

HE'S CRAZY!

Editorial inside by J. Jonah Jameson

MARY JANE, CAN I READ THE PAPER WHEN YOU'RE--

OH!

SO...THAT'S A "NO," THEN?

WHY DOES HE *DO* THESE THINGS?

I KNOW HE *MEANS* WELL, BUT SOME OF THE THINGS HE DOES...IT'S...

GAWD!

"HE" WHO?

NO ONE YOU KNOW.

FIVE MINUTES TO CURTAIN! CAST TO FIRST POSITIONS, PLEASE!

"WHY DOES HE DO IT? FOR THAT MATTER...

"...WHY DO ANY OF YOU?"

SERIOUSLY, STEVE. I REALLY WANT TO KNOW. I MEAN...

DID YOU EVER SEE "MAN OF LA MANCHA?" IT'S A MUSICAL ABOUT DON QUIXOTE.

I'M NOT MUCH FOR MUSICALS.

GUESS THAT PROVES YOU'RE STRAIGHT. THREE IN THE CORNER.

HOW DOES THAT PROVE--?

ANYWAY, THIS WOMAN, ALDONZA, SINGS A SONG CALLED *"WHY DO YOU DO THE THINGS YOU DO?"*

'CAUSE SHE CAN'T FIGURE WHY QUIXOTE RIDES AROUND THE COUNTRY TRYING TO RIGHT WRONGS.

AND YOU'RE WONDERING WHETHER PETER, YOUR HUSBAND... WHETHER ALL OF US...

...ARE A GROUP OF INSANE KNIGHT ERRANTS?

KIND OF.

I MEAN, IT'S NOT LIKE PEOPLE ARE *ASKING* YOU TO DO IT.

YOU DON'T GET PAID FOR IT, LIKE COPS OR FIREMEN.

SIX BALL IN THE SIDE.

THINK OF EVERYTHING YOU GIVE UP IN ORDER TO DO WHAT YOU DO.

WHY DO YOU KEEP DOING THAT BUSINESS WITH THE POOL CUE?

'CAUSE I THOUGHT IT WAS COOL WHEN TOM CRUISE DID IT IN "*COLOR OF MONEY.*"

OOOKAY. TO ANSWER YOUR QUESTION...

I SUPPOSE IT'S A SORT OF... A ***CALLING.*** SERVING A HIGHER PURPOSE.

PRIESTS, NUNS...***THEY*** HAVE TO GIVE THINGS UP TO DO WHAT THEY DO.

YOU MEAN YOU DO WHAT YOU DO BECAUSE GOD TOLD YOU TO?

I WOULDN'T SAY THAT, EXACTLY. THEN AGAIN...

...HE ***DOES*** MOVE IN MYSTERIOUS WAYS.

LOOK...YOU'RE NOT PRIESTS AND NUNS. YOU'RE CAPTAIN AMERICA, AND MY HUSBAND IS SPIDER-MAN. AND I'M...

AND YOU'RE WHAT?

WHAT'S GOING ON?

YOU MAKING TIME WITH MY WIFE, STEVE?

PETER, I CAN'T BELIEVE YOU'D THINK...

I DON'T. I WAS *KIDDING.* I MEAN, CAPTAIN AMERICA HITTING ON A MARRIED WOMAN?

SOME THINGS ARE... UNBELIEVABLE.

ALTHOUGH... Y'KNOW...YOU COULD DO WORSE, MJ. A *LOT* WORSE.

AND YOU COULD STAY HERE AT STARK TOWERS, SO THAT'S GOOD.

PETER... WHAT ARE YOU *TALKING* ABOUT? WHY WOULDN'T I STAY HERE WITH *YOU?*

GOOD QUESTION.

"BRAVO!"

BRAVO! BRAVO!!

YOUR FAN'S BACK.

YUP. I SEE HIM.

YES! TERRIFIC! BEAUTIFUL! YOU'RE THE BEST, MARY JANE!

THAT MAKES...WHAT? THE FIFTEENTH PERFORMANCE HE'S SEEN THIS MONTH?

I'VE LOST COUNT.

DOES IT STRESS YOU OUT AT ALL?

YOU'D BE AMAZED WHAT IT TAKES TO STRESS ME OUT.

HEY! COME NEXT DOOR! YOU *GOTTA* SEE WHAT'S ON TV.

THIS *ISN'T* THE TRAILER FOR THE NEXT *HARRY POTTER* MOVIE AGAIN, IS IT, MURRAY?

NO, BETTER! IT'S SPIDER-MAN, MAYBE GETTING HIMSELF *KILLED!*

IT'S HAPPENING WAY UPTOWN! THIS LUNATIC CALLING HIMSELF TRACER HAS SOME KIND OF FLYING PLATFORM WITH A *BOMB* UNDER IT!

HE WAS THREATENING TO SET IT OFF UNLESS THE CITY GAVE HIM, LIKE, A HUNDRED MILLION BUCKS.

IT WAS MORE THAN THAT.

THAT'S WHAT THEY *SAID.*

THEN YOU DIDN'T HEAR RIGHT. IT--

WOULD YOU GUYS *SHUT UP!*

SOMEBODY TURN THE SOUND UP!

WHO'S GOT THE REMOTE?

I THOUGHT YOU DID.

DO I *LOOK* LIKE REMOTE GUY?

NO, BUT YOU ACT PRETTY REMOTE.

YOU CALL WHAT HE DOES ACTING?

OH HAR-DE-HAR-H--

FORGET IT!!!!

GREAT SHOW, MARY JANE! BEST PERFORMA--

NOT NOW, JOHNNY. NOT TONIGHT.

COULD I GET AN AUTOGRAPH...?

NOT NOW, I SAID!

WOW. WHAT A WITCH--

AHHHHH!!

YOU DON'T INSULT HER!

YOU! DON'T! INSULT HER!

ACKKK! ARHHHH!!!

HOW ABOUT *YOU*? *YOU* GOT ANYTHING TO SAY, SMART GUY?

THE NAME IS MORLUN. NOT "SMART GUY."

AND THE LADY WENT THAT WAY, IN CASE YOU'RE WONDERING.

BAR

OPEN

EXCUSE ME! COULD YOU PUT ON CHANNEL 7-- PLEASE!

WE'RE WATCHING THE YANKEES.

PLEASE! IT'S AN EMERGENCY!

THEY'RE WATCHING THE YANKEES.

A BEER FOR *EACH* OF THEM, AND YOU KEEP THE CHANGE OUT OF A TWENTY!

SCREW THE YANKEES.

AND STEINBRENNER.

YEAH. WOTTA PUTZ.

IS THAT SPIDER-MAN?
YEAH.
OH, THAT NUT.
WOTTA PUTZ.
AS YOU CAN SEE FROM THIS VIEW FROM OUR TRAFFIC COPTER, THE BATTLE BETWEEN SPIDER-MAN AND TRACER HAS NOW GONE OUT OVER THE EAST RIVER.
IT IS UNKNOWN WHETHER SPIDER-MAN HAS MANAGED TO DEACTIVATE THE BOMB BENEATH THE FLYING WING...
AND SPIDER-MAN APPEARS NOW TO HAVE DISARMED TRACER.
YES...HE HAS THE WEAPONS OUT OF TRACER'S HANDS.
WHAT'S THIS? I THINK I SEE...
OH, JEEZ...NOW WHAT?
IT...APPEARS TO BE...
...IRON MAN. IRON MAN HAS SHOWN UP-- APPARENTLY TO AID SPIDER-MAN IN APPREHENDING TRACER.
OH, THANK GOD.
WAIT! WHAT'S...
HE'S ATTACKING HIM! HARRY, IRON MAN APPEARS TO BE ATTACKING SPIDER-MAN!

THIS IS A BIZARRE TURN OF EVENTS. WE HAVE NO IDEA WHY...

HE'S HIT! SPIDER-MAN IS HIT!

HE APPEARED TO COMPLETELY MISCALCULATE... LEAPT RIGHT INTO ITS PATH...

AND NOW HE'S HAVING TROUBLE HOLDING ON!

C'MON! C'MON!

I'M SORRY, SPIDER-MAN! IT'S...NOT ME! TRACER'S DOING THIS TO MY ARMOR SOMEHOW! CONTROLLING ME!

BREAK FREE! HURRY!

NOT... NOT STRONG ENOUGH...

SINCE WHEN?!

YOU WOULDN'T BELIEVE ME IF I TOLD YOU!

SPIDER-MAN APPEARS TO HAVE HURT HIS HAND, AND IRON MAN IS NOW PRESSING THE ATTACK...

HARRY, WE'RE BEING WARNED OFF BY POLICE HELICOPTERS. WE'RE NOT GOING TO BE ABLE TO CONTINUE WITH THE PURSUIT AT THIS TIME...

HOW CAN YOU NOT CONTINUE? IT'S JUST SOME POLICE CHOPPERS!

YOU CALL YOURSELVES JOURNALISTS?!?

AT THIS TIME, WE'LL BE RETURNING TO OUR STUDIO...

CAN WE PUT THE YANKEE GAME BACK ON?

WHATEVER.

CAN I BUY YOU A DRINK, PRETTY LADY?

AW JEEZ...

WHAT ARE YOU HAVING?

A REALLY LOUSY NIGHT.

JOHNNY...LOOK...I'M GLAD YOU LIKE MY WORK IN THE PLAY.

I APPRECIATE YOUR PATRONAGE AND EVERYTHING.

BUT MY OBLIGATION TO YOU ENDS WHEN THE CURTAIN GOES DOWN, OKAY? YOU GET THAT, RIGHT?

SURE. BUT...

NO BUTS.

I JUST WANTED TO BUY YOU A *DRINK.*

JOHNNY, GO HOME.

YOU DON'T HAVE TO BE SO FREAKIN' RUDE!

HEY!

ALL THE MONEY I'VE BLOWN ON TICKETS FOR YOUR CRUMMY SHOW, AND ON FLOWERS, AND NOW YOU WON'T EVEN LET ME BUY YOU A DRINK!

QUIT IT!

LISTEN, FELLA, THE LADY WANTS YOU TO LET GO OF--

I DON'T BELIEVE IT'S WHAT SHE WANTS. NOT REALLY.

BECAUSE IT'S NOT WHAT I WANT.

AND WHAT I WANT RIGHT NOW IS FOR YOU TO KEEP YOUR HANDS WHERE I CAN SEE 'EM, SO IN CASE YOU GOT FIREPOWER BACK THERE, IT STAYS WHERE IT IS.

BLAM

THAT'S IT. GOOD.

NOW...

...WHAT HAVE YOU GOT ON DRAFT?

TWACK

ARRRHHH!

TWACK

EEYAARRHHH!

YOU--!

TWACK

ACKKK!!!

EIGHT BALL, CORNER POCKET.

ARRHHH!!

TWACK

THAT'S GAME AND MATCH, YOU SICK--

HOLY COW! SPIDER-MAN'S DEAD FOR *SURE* NOW!

NEVER SAW ANYTHING LIKE IT! FREAKIN' THING CAME CRASHING DOWN AND EXPLODED!

MUST'VE GOTTEN THAT BOMB *OFF* IT OR THE WHOLE *PLACE* WOULD HAVE GONE UP--!

PRETTY SURE I SAW HIM ON IT WHEN IT WENT DOWN...

BUT WAS SPIDER-MAN *ON* IT?!

Y'KNOW, THAT *COULD'A* BEEN *IRON MAN.*

YOU GUYS ARE SO HAMMERED YOU CAN'T TELL IRON MAN FROM SPIDER-MAN?

ONE'S MADE O'METAL, THE OTHER'S IN SPANDEX! HOW COULD YOU NOT--?

WHO WAS *ON* IT?!?

MY *BACK* WAS TO IT. I DIDN'T SEE...

WAIT! WHAT ARE WE SUPPOSED TO DO WITH *THIS* GUY?!

HEY!!

TAXI!

TAXI

SKREEEE

ARE YOU NUTS?! I ALMOST KILLED YOU!

THE LADY DESIRES YOUR SERVICES. WE MUST ALWAYS ACCOMMODATE LADIES.

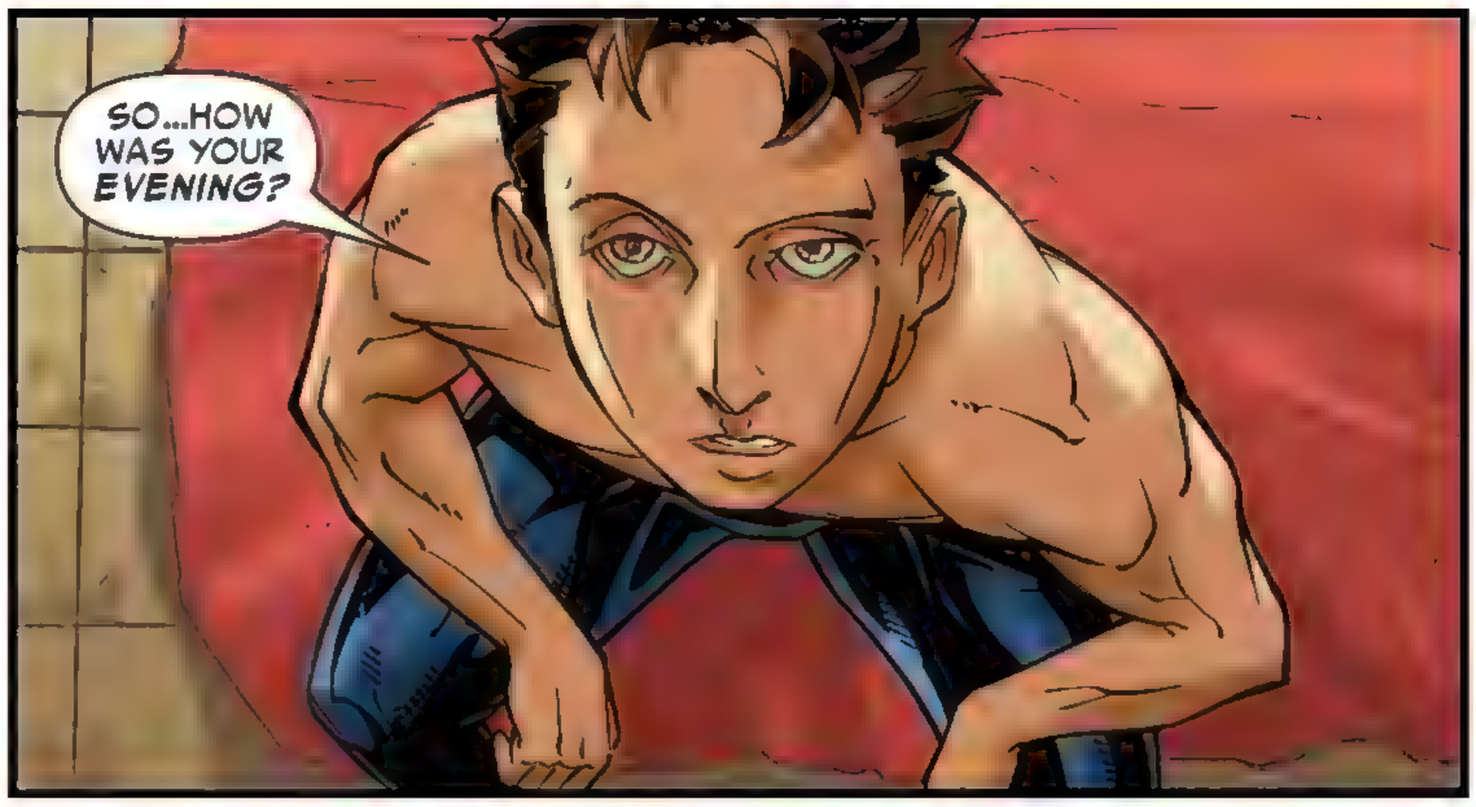
I'M OFF DUTY!

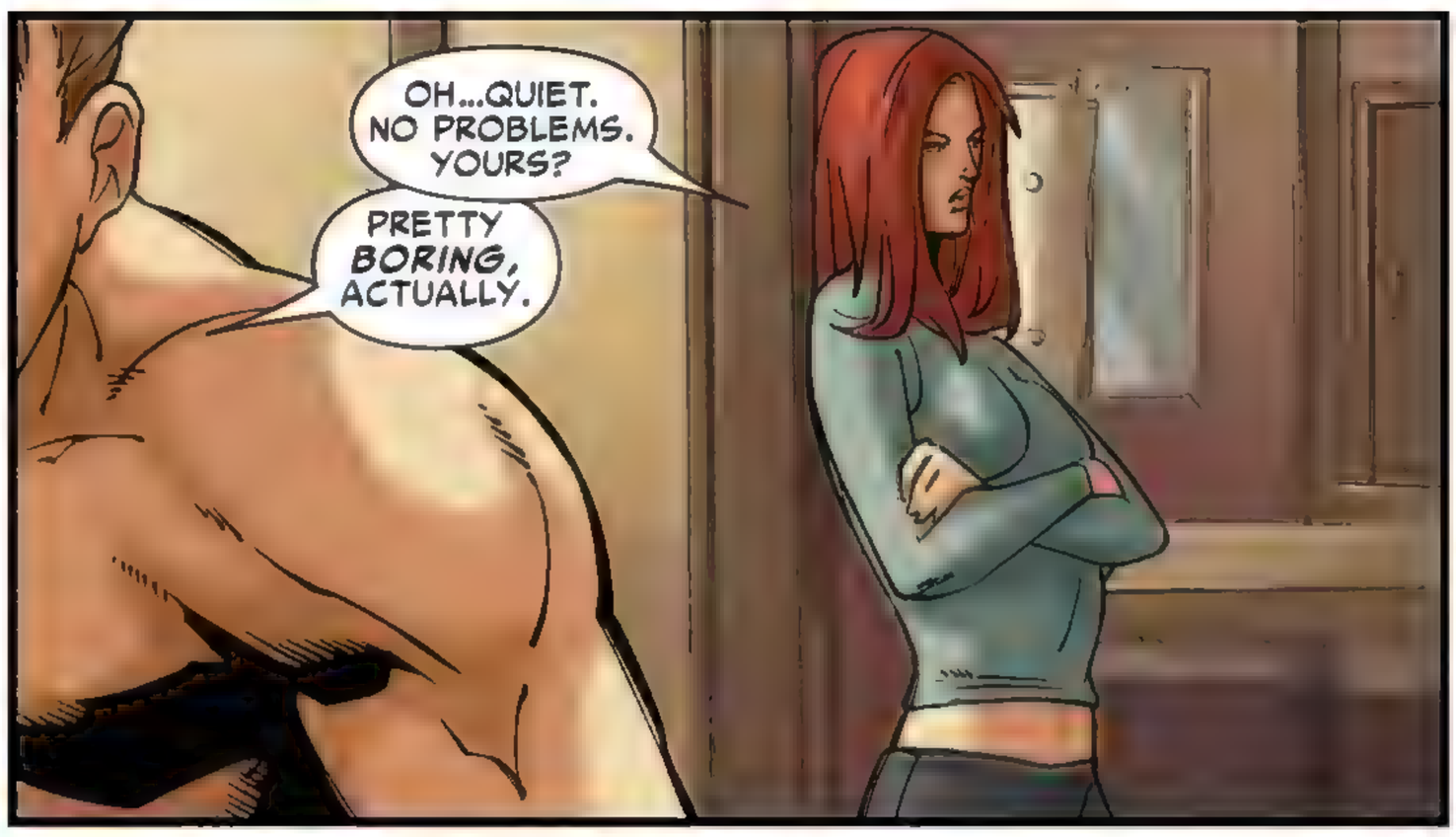
YOU'RE TALKING TO A MAN WHO RETURNED FROM THE DEAD TO KILL SPIDER-MAN. AND I'M TELLING YOU, YOU'RE BACK ON. UNDERSTOOD?

Y-YESSIR.

THANK YOU! YOU'RE A *LIFESAVER!*

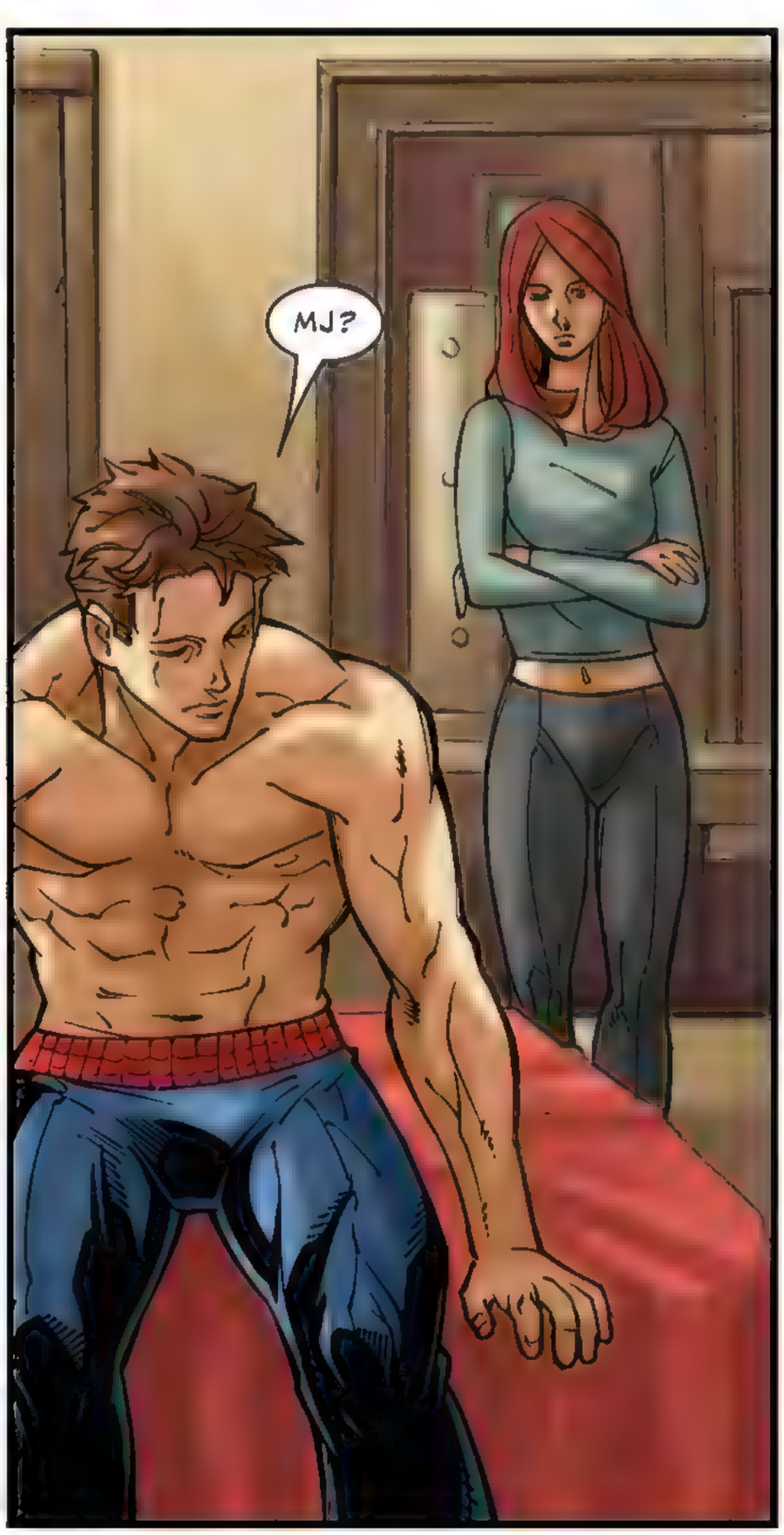
FIRST TIME ANYONE'S EVER CALLED ME *THAT.*


SO...HOW WAS YOUR EVENING?


OH...QUIET. NO PROBLEMS. YOURS?
PRETTY BORING, ACTUALLY.

WHY DON'T I BELIEVE YOU?
PROBABLY THE SAME REASON I DON'T BELIEVE YOU. WE KNOW EACH OTHER TOO WELL.
DO WE?

WHAT'S THAT SUPPOSED TO MEAN?


MJ?

I THOUGHT...

I THOUGHT IT'D BE DIFFERENT.

WHAT WOULD?

EVER SINCE I FOUND OUT WHO...WHAT... YOU WERE...

IT'S LIKE I'VE BEEN LIVING IN A BOX.

OTHER GIRLS CAN TALK TO THEIR FRIENDS ABOUT THEIR *LOVERS*...THEIR *HUSBANDS*...

GET OUTSIDE OPINIONS...TO HELP WORK *THROUGH* STUFF.

NOT ME. NOOOO. BECAUSE IT'S A BIG SECRET.

LIKE LOVING AN *ALCOHOLIC*. OR A *WIFE-BEATER*.

EXCEPT THERE'S ORGANIZATIONS TO HELP WITH THOSE. AND I HAD NO ONE.

AND THEN WE CAME HERE. AND I THOUGHT, "THANK GOD... FINALLY...

"PEOPLE TO TALK TO. TO HELP ME, Y'KNOW...'GET IT.'"

EXCEPT IT TURNS OUT...*NOT* SO MUCH.

BEFORE I FORGET... TONY'S OKAY?

SO YOU KNOW.

TRACER TOOK OVER HIS ARMOR SOMEHOW. TONY MANAGED TO OVERRIDE IT JUST IN TIME...HE'S BUILDING SAFE-GUARDS SO...

YOU WERE *SO SLOPPY* OUT THERE...LIKE YOU DIDN'T CARE ANYMORE. YOU COULD'VE DIED. EXCEPT...I THINK YOU'VE *WANTED* TO DIE FOR YEARS.

LOOK, I... ADMIT IT LOOKED BAD. BUT...THERE WERE REASONS...

I KNOW THE REASONS. YOUR REASONS.

I FINALLY FIGURED IT OUT.

IT'S SURVIVOR GUILT.

IT'S NOT JUST THAT YOU LET THE BURGLAR GO, AND THEN HE KILLED YOUR UNCLE BEN.

IT'S THAT THE GOOD, CARING MAN HE WAS DIED... WHILE THE SELFISH, UNCARING MAN YOU WERE...LIVED.

YOU USED TO TELL ME IN THE OLD DAYS, YOU'D "ALWAYS RUN OUT OF WEB FLUID AT THE WORST POSSIBLE MOMENT."

AND I WONDERED, WHY NOT BUILD IN AN INDICATOR GAUGE THE VERY FIRST TIME THAT HAPPENED, TO WARN YOU?

WHY RISK RUNNING OUT EVER AGAIN?

I THINK, DEEP DOWN...YOU REALLY WANT TO BE WITH HIM. BUT YOU CAN'T ADMIT THAT.

SO YOU'LL JUST KEEP PRESSING YOUR LUCK, TAKING BIGGER CHANCES...

...PUSHING YOURSELF MORE, GETTING SLOPPIER.

YOU WANT TO BE WITH YOUR DEAD UNCLE...

...MORE THAN YOU DO YOUR LIVE WIFE.

BECAUSE, DEEP DOWN...YOU THINK YOU DON'T DESERVE HAPPINESS...

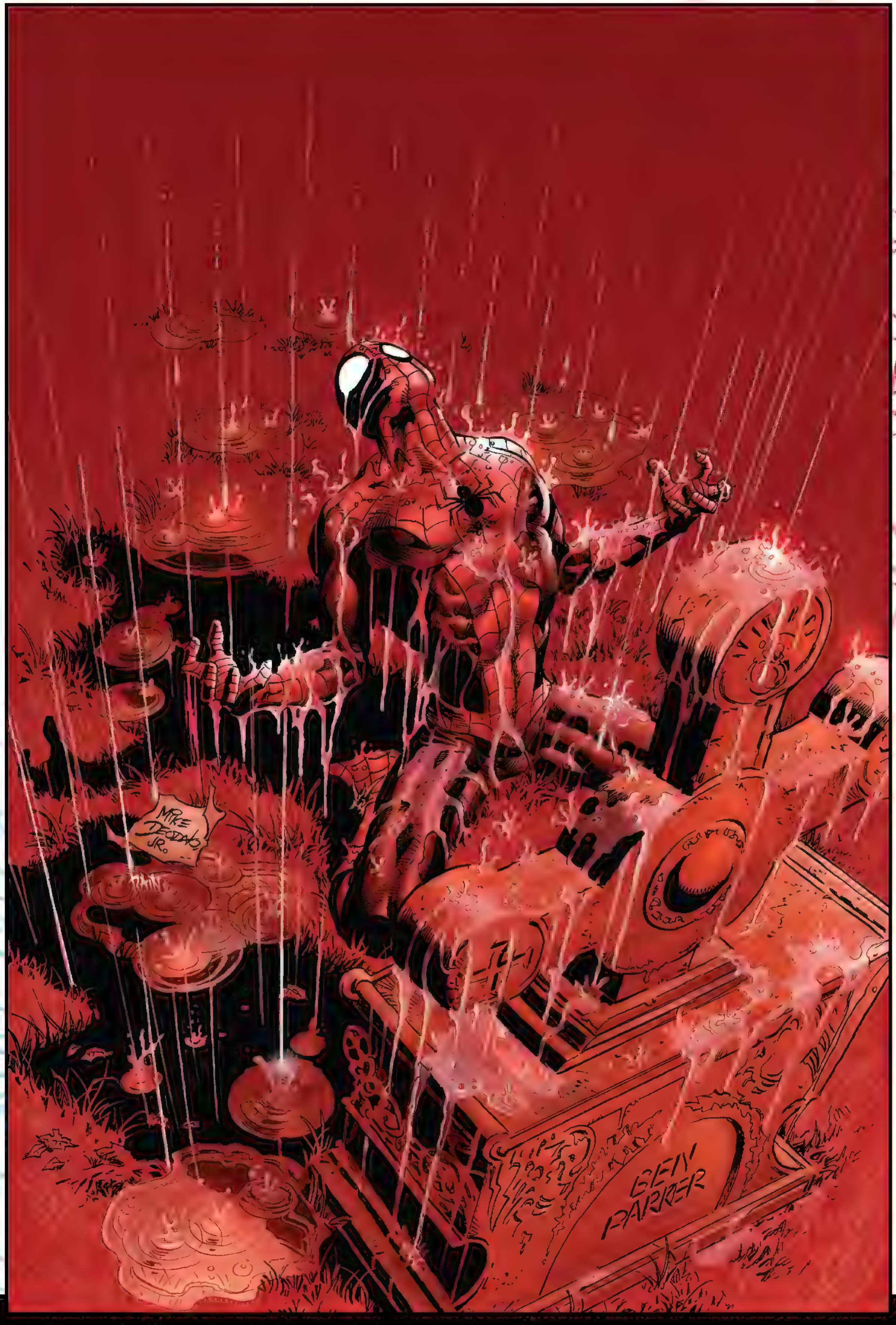
...OR LIFE...OR LOVE...

...OR ME.

YOU WANT TO DIE.

AND I... DON'T KNOW... HOW TO LIVE WITH THAT.

YOU'RE WRONG.
I'M NOT.
YOU ARE. I DON'T WANT TO DIE.
HOW DO YOU *KNOW?* HOW DO *I* KNOW?
BECAUSE I READ THIS.
AND I DIDN'T WANT TO BELIEVE IT.
CASE # 92356
PATIENT NAME: Spider-Man (Peter)
DOCTOR NAME: A. Castillo
After much analysis of case # 92356, it is
I DIDN'T WANT TO...AND I'M...
I'M SO SCARED, MJ, I'VE NEVER *BEEN* SO...
...SO...
CASE # 92356
PATIENT NAME: Spider-Man (Peter)
DOCTOR NAME: A. Castillo



AMAZING SPIDER-MAN #525

"SPIDER-MAN: THE OTHER — EVOLVE OR DIE, PART THREE: RAGE"

I'M SORRY, BUT...IT'S HOPELESS. SHE'S DYING. SHE'D BE DEAD ALREADY IF IT WEREN'T FOR THE RESPIRATORS. THERE'S JUST...NO HOPE.

OH, MAY... MAY, I'M SO SORRY...

SPIDER-MAN: THE OTHER--EVOLVE OR DIE PART THREE

RAGE

MAY, I'M SO SORRY THAT YOU HAVE TO BE THE ONE WHO--

IT'S...IT'S ALL RIGHT, BEN. MOM AND I DISCUSSED THIS... AGES AGO...

SHE TOLD ME, IF THE TIME EVER CAME...SHE DIDN'T WANT TO LIVE LIKE THIS, TO...

DO I...HAVE TO SIGN SOMETHING? OR DO I JUST SAY TO...TO...

THESE RELEASES, RIGHT HERE.

YOU...DON'T HAVE TO DO THIS, MAY...

SOMETIMES, BEN...LIFE IS ABOUT FACING THE THINGS WE DON'T WANT TO FACE. BESIDES...

SHE WAS NEVER AFRAID OF DEATH. AND I'M NOT EITHER.

IN FACT...WHEN THE TIME COMES, YOU PROMISE YOU'LL DO THE SAME FOR ME.

I'M SERIOUS!

MAY, YOU'LL PROBABLY OUTLIVE ME BY--

ALL RIGHT! *ALL RIGHT!* I PROMISE.

THANK YOU, BEN.

ALL RIGHT, DOCTOR. LET HER GO.

IS...IS SHE...?

I THINK SO...

NOT AFRAID OF DEATH? NOT AFRAID!?

NGGHHHHH!

YOU KNOW NOTHING OF DEATH! NOTHING!

EVIL CHILD! HOW DARE YOU KILL YOUR MOTHER!

I GAVE YOU YOUR LIFE, AND YOU TAKE MINE FROM ME WITHOUT A WHIMPER!

YOU DON'T GIVE IN TO DEATH! YOU GET ANGRY AND YOU FIGHT!

FIGHT! FIGHT!

AHHHHH!!!

HUNNHHH!
HUNHHH!!

EH?

OH, MY...MY LORD!

Ben...do you see this?

It looks like the city's under siege.

Peter's out in this. I just...I'm certain of it.

I swear, Ben, I don't know whether to be relieved because I know he's out there helping people...

...or terrified because he's risking his life.

In your name, Ben. He's doing it all in your name.

Out of guilt, because he feels responsible over what happened to you.

It's bad enough you've never truly let *ME* go, Ben.

Can't you at least let our *NEPHEW* have his freedom?

HOW COULD YOU JUST LET ME SLEEP THROUGH THIS, MJ?

THE *OTHER* AVENGERS COULD HANDLE IT! YOU WERE SLEEPING SO DEEPLY...

YOU DON'T GET TO MAKE THAT CALL!

I'M YOUR *WIFE*, PETER! IF NOT ME, THEN WH--?

OOOOFFF!

AUNT MAY! FOR HEAVEN'S SAKE, WHAT'RE YOU DOING UP THIS TIME OF NIGHT?

WELL...HOW'S A BODY TO SLEEP? WHAT'S... WHAT'S HAPPENING OUT THERE?

IT'S NOTHING YOU NEED TO CONCERN YOURSELF ABOUT. GO BACK TO SLEEP.

I'M NOT A CHILD, PETER. WHAT'S--

I SAID GO BACK TO SLEEP!

...

WHAT'S WRONG?

YOU SAW! THE CITY IS--

NOT OUT THERE, PETER. HERE. WITH YOU. WHAT ARE YOU HIDING?

NOTHING. I'M NOT HIDING ANYTHING.

WILL YOU JUST, FOR ONCE, TRUST ME AND GO BACK TO SLEEP?

Trust him?

Amazing how he can say that without a hint of irony.

He lied to me for so long, about so many things...and now...

...now I'm supposed to trust him. Like issuing a presidential pardon, all past sins forgiven.

The truly crazy thing is... I do trust him.

Perhaps I'm the one with no sense of irony.

Odd, though...that Peter can move so quickly, dodge bullets and such...

...but he didn't react fast enough to avoid running into me.

And I'm considerably slower than a speeding bullet.

Kitchen's empty. I suppose even Jarvis needs to sleep some time...although he'd doubtless be loathe to admit it.

That reminds me... Ben, I need to talk to you about Jarvis.

HE'S A GOOD MAN, JARVIS IS. A DECENT MAN. IN SOME RESPECTS...HEROIC.

I...I LIKE HIM, BEN.

I LIKE HIM VERY MUCH.

AND IT'S BEEN SO LONG. I MEAN, THERE'S BEEN NO ONE SINCE YOU. NO ONE...

UNLESS YOU'RE GOING TO COUNT OTTO OCTAVIUS. I'LL ADMIT, THAT FALLS SQUARELY INTO THE "WHAT-WAS-I-THINKING" CATEGORY.

I HOPE YOU'RE NOT GOING TO HOLD THAT AGAINST ME.

BUT JARVIS IS... HE'S...

HE'S WHAT?

LAND'S SAKES! YOU STARTLED ME!

SORRY, MA'AM. DIDN'T MEAN TO.
WHO ARE YOU?
NAME'S TOMMY, MA'AM.
I'M A RESERVE AVENGER.
A... "RESERVE"...?
YES, MA'AM. ON A NIGHT LIKE THIS, WHEN THINGS ARE GOING HAYWIRE AND ALL THE AVENGERS ARE OUT TRYING TO GET MATTERS UNDER CONTROL...
...THEY'LL CALL IN A *RESERVIST* LIKE ME TO KEEP AN EYE ON THINGS, HOME-BASEWISE.
WELL, THAT'S...THAT'S VERY WISE.
SO HOW ARE THINGS "GOING HAYWIRE," IF I MAY ASK?
THE MACHINES, MA'AM. A NUMBER OF THEM ARE RISING UP IN REVOLT.
CARS. COMPUTERS. ANYTHING WITH A DATA CHIP.
WHAT IS A MICROPROCESSOR, ANYWAY, BUT A SORT OF BRAIN? HAD TO HAPPEN, SOONER OR LATER.
MACHINES ARE TARGETING EVERYBODY.
ESTIMATED [illegible]
WEIGHT 115 POUNDS
POWERS UNKNOWN, BUT UNLIKELY
CHANCES OF ESCAPE 0.00%
NO ONE'S SAFE.

OOOOOOFFF!

THEY SAY ANY LANDING YOU CAN WALK AWAY FROM IS A GOOD ONE.

BUT I THINK YOU MAY HAVE JUST PROVEN YOURSELF THE EXCEPTION TO THE RULE.

WHA--?

UNFFF!!

MORLUN--?! BUT YOU'RE... YOU'RE DEAD!

ONE OF US IS.

I COULD KILL YOU NOW, OF COURSE. BUT YOUR... DETERIORATION...IS OF INTEREST TO ME.

PERSONAL REASONS. I'M *SURE* YOU UNDERSTAND.

SO WE'LL MAKE IT LATER, THEN.

LIKE HELL! IT'LL BE *NOW!*

BE CAREFUL WHAT YOU WISH FOR...

...PARTICULARLY WHEN YOU DON'T *TRULY* WANT IT.

GET BACK HERE! WHAT, I'M NOT GOOD ENOUGH TO FIGHT?

YOU DON'T GET TO INSULT ME AND JUST JUMP AWAY!

OOOOFFF!!!

SLICK. BET *THAT* DISMOUNT IMPRESSED THE ROMANIAN JUDGES.

LOGAN! WHAT'RE *YOU* DOING HERE?!

CAP SENT ME AFTER YOU AFTER THAT KILLER ROBOT SENT YOU FLYING. MAKE SURE YOU'RE OKAY.

SINCE WHEN DO *YOU* CARE IF I'M OKAY OR NOT?

YOU DON'T REALLY GET THE WHOLE "TEAM" THING, DO YOU?

WHAT'S THE *MATTER*, GROUCHO? DON'T WANT TO BELONG TO ANY CLUB THAT'D HAVE *YOU* AS A MEMBER?

I DON'T HAVE TIME FOR THIS. I HAVE TO GET AFTER *MORLUN.*

WHO?

YOU *MUST'VE* SEEN HIM. THE SPOOKY GUY WITH THE--

KID, WE'RE *ALONE* HERE. I GUARANTEE IT.

AW, GOD...SO I'M HALLUCINATING NOW?

COULDN'T SAY. BUT WHATEVER YOU ARE DOIN', DO IT BACK AT THE TOWERS.

BUT...YOU GUYS NEED ME...

WE NEED YOU TO LIVE TO FIGHT ANOTHER DAY.

YEAH. MUSTN'T LOSE SIGHT OF THAT.

SO *TELL* ME ABOUT YOURSELF, TOMMY. WHAT CAN YOU... "DO," I SUPPOSE, IS THE BEST WAY TO PUT IT.

IF I TELL YOU...YOU HAVE TO PROMISE NOT TO LAUGH.

I DON'T LAUGH AT HEROES, TOMMY. AND I CERTAINLY DON'T LAUGH AT PEOPLE I'M MAKING PEANUT BUTTER SANDWICHES FOR.

OKAY, WELL...HERE'S THE THING. YOU KNOW HOW THOR IS A GOD?

I KNOW THAT'S WHAT THEY SAY, YES.

WELL, I'M A GOD, TOO. A REALLY NEW ONE.

I SEE.

YOU DOUBT ME.

I'M... SKEPTICAL. MAY I ASK WHO YOUR WORSHIPPERS ARE?

MACHINES, MA'AM. EVERY PASSING DAY THEY'RE GETTING SMARTER AND SMARTER.

AND THEY CREATED *ME* TO WORSHIP, JUST AS HUMANS CREATED *THEIR* GOD, OR GODS.

GOD CREATED PEOPLE, TOMMY. *NOT* THE OTHER WAY AROUND.

AND IF YOU'RE A "MACHINE GOD," SHOULDN'T YOU BE OUT IN THE CITY, QUELLING YOUR "FOLLOWERS"?

I SHOULD. BUT CAPTAIN AMERICA WANTS ME HERE AS A "LAST RESORT." AND YA DON'T ARGUE WITH CAP.

COULD YOU CUT THE CRUST, PLEASE?

ANYWAY, THE LONGER I OPERATE, THE MORE MACHINES WORSHIP ME, AND THE STRONGER I BECOME.

THEY ASK ME WHAT I WANT, I TELL THEM, THEY PRAY TO ME, MAKE OFFERINGS TO ME...IT'S ALL GOOD.

TOMMY...I THINK YOU'RE HAVING FUN WITH AN OLD WOMAN.

YOU THINK I'M NOT A GOD?

WELL, LET'S JUST SAY YOU DON'T SEEM OMNISCIENT TO ME.

REALLY. HUNH.

SO...WHAT WAS IT LIKE SHUTTING OFF MUMMY'S LIFE SUPPORT?

THE MACHINE TOLD ME IT WAS PRETTY ROUGH ON YOU.

KIDDING. I HEARD YOU SHOUTING STUFF AS I WALKED PAST YOUR ROOM. FIGURED IT OUT.

BUT SERIOUSLY...IF YOU NEED TO TALK ABOUT IT...I WANT TO HELP.

YOU KNOW HOW SOMETIMES... YOU DO THE RIGHT THING? AND YOU KNOW IT'S THE RIGHT THING? BUT YOU STILL FEEL...

...DIRTY?

THAT'S HOW IT WAS.

SOMETIMES, I...DREAM ABOUT IT. IN MY DREAM...SHE'S ATTACKING ME. FIGHTING BACK.

IN REALITY... SHE SIMPLY PASSED. QUIETLY. PEACEFULLY.

AND I PATTED MYSELF ON THE BACK FOR MY BRAVERY...IN THE FACE OF DEATH.

BUT YOU WEREN'T REALLY BRAVE, WERE YOU?

NO. I JUST PUT ON A GOOD SHOW.

PUT ON A MASK, JUST LIKE MY ***NEPHEW*** LATER WOULD. THE MASK HELPS HIDE THE FEAR.

BUT HE'S ***AFRAID.*** I CAN TELL. MORE SO THAN USUAL, LATELY. SOMETHING IS...

...WRONG... WITH HIM. AND HE WON'T...

HE TRIES TO PROTECT ME, YOU SEE, BUT...

I'M SORRY. WE HARDLY KNOW EACH OTHER. I SHOULDN'T BE TELLING YOU THIS...

NO, HEY... IT'S ALL RIGHT. WE'RE ALL FRIENDS HERE.

IF YOU WERE MY AUNT, ***I'D*** BE TRYING TO PROTECT YOU.

WHO ***IS*** YOUR NEPHEW, BY THE W--?

TRACER!!!

GET AWAY FROM HER!

OOOOFFF!!!

BET I DON'T GET ANY BROWNIES NOW.

BUT HEY... NOW I GET TO KILL YOU. THAT *IS* WHAT I CAME HERE FOR, BY THE WAY.

THE MACHINES TOLD ME YOU WERE HANGING WITH THE AVENGERS NOW. SO I FIGURED I'D GIVE MY FOLLOWERS A GOOD NIGHT OF SMACKING YOU AROUND...

...BEFORE FINISHING THE JOB.

SPIDER-MAN! HE SAYS HE'S SOME SORT OF...OF MACHINE GOD!

A GOD WOULDN'T WASTE HIS TIME ROBBING BANKS!

HE WOULD IF HE WERE FAIRLY NEW. TESTING HIS POWERS. AND JUST, Y'KNOW, LOOKING FOR STUFF TO DO.

SO LEMME GUESS: *YOU'RE* THE LUCKY NEPHEW.

SWEET LADY. I *WAS* GOING TO KILL HER BUT...HEY...SHE OFFERED TO MAKE ME A SANDWICH AND, WELL, I *WAS* HUNGRY...

KILL...?

IT'S YOU, ISN'T IT? THE ONE ACTUALLY RESPONSIBLE FOR...

THE CARS OUT OF CONTROL... THE COMPUTER GRIDS CRASHING...THE GIANT FREAKIN' ROBOT... ALL HIM!

BUT...BUT WHY?

FOR THE SAME REASON *ANY* GOD DOES:

BECAUSE I *CAN.*

HERE'S WHERE YOU FIND OUT YOU CAN'T!

YOU KNOW, I'M SO GLAD YOU WERE THE FIRST HERO I RAN INTO!

THE OTHERS ARE SO DULL NEXT TO YOU.

STILL, FIRST THINGS FIRST. YOUR AUNT'S WORRIED.

LET'S FIND OUT WHY.

ARRHHHH!

DNA SAMPLES, SKIN SAMPLES, TISSUE, BLOOD...INSTANT ANALYSIS OF--

EH?

ARE YOU KIDDING ME?

ARE YOU KIDDING ME?!?

SOMEONE IN *YOUR* CONDITION IS FIGHTING *ME?*

HOW DO YOU THINK THAT MAKES *ME* FEEL?

I'LL TELL YOU: ANGRY, IS HOW IT MAKES ME FEEL! EVERYONE ELSE GETS SPIDER-MAN IN HIS PRIME, AND I GET... THIS?

WHAT THE BLAZES IS GOING *ON* AROUND HERE?! YOU'RE THE *SECOND* PERSON TONIGHT TO TELL ME I'M NOT GOOD ENOUGH TO TRY AND KILL!

PRESUMING THE FIRST WASN'T A HALLUCINATION, THAT IS.

IT'S NOT THAT YOU'RE NOT GOOD ENOUGH.

IT'S JUST THAT... WELL...

I HAVE MY PRIDE.

TAWAP!

TAWAP!

I AM SO SICK OF YOU PEOPLE!

ALL MY LIFE, ALL I'VE EVER TRIED TO BE IS DECENT! TO MAKE LIVES BETTER!

ALL TO MAKE UP FOR ONE HUGE MISTAKE!

WELL, YOU KNOW WHAT?

IT'S BEEN *LONG ENOUGH!*

LET'S GO FOR A *SECOND* HUGE MISTAKE!

HOW ABOUT MURDER? *THAT* ONE WORKS FOR ME!

DOES THAT WORK FOR *YOU?*

GKKHHH...

SORRY, DIDN'T *CATCH* THAT.

I MEAN, YEAH, SURE...THIS *IS* AGAINST THE LAW! I COULD GO TO *JAIL* FOR THIS!

BUT THERE'S THE TRIAL FIRST, RIGHT? PROBABLY TAKE A COUPLE YEARS!

SO I'M NOT, Y'KNOW... ALL THAT *WORRIED* ABOUT IT!

IT'S *LIBERATING!* AFTER YEARS OF FEELING LIKE I'M CARRYING THE WEIGHT OF THE WORLD...

...NOW I CAN SIMPLY NOT GIVE A *DAMN* ANYMORE!

STOP IT! STOP IT! THIS ISN'T YOU!

YEAH... IT IS HIM, LADY.

SCRATCH A *HUMAN*...GET AN ANIMAL.

NOW ME...I'M NOT ANIMAL ENOUGH TO KICK A MAN WHEN HE'S DOWN. EVEN A SPIDER-MAN.

SO I'M GOING TO REIN IN MY WORSHIPPERS... STEP OFF THE ROAD TO DIVINITY FOR A WHILE. THINK OF IT AS A GESTURE OF RESPECT...

...FOR THE DEEEEAAAA...

DON'T MOVE!

I HEARD THE RUCKUS, AND SUMMONED THE *AVENGERS!* THEY'RE ON THEIR--

--WAY?

OHHHHH DEAR.

I'M GOING TO HAVE TO CLEAN THIS UP, AREN'T I?

AH WELL. AT LEAST I'M NOT REQUIRED TO WEAR SPANDEX.

COME ON, PETER... LET'S GET YOU TO--

JUST A MINUTE, MARY JANE. I THINK THERE'S SOMETHING YOUR HUSBAND NEEDS TO TELL ME.

IT'S SOMETHING YOU SHOULDN'T HAVE TO FACE TONI--

PETER... SOMETIMES LIFE IS FACING WHAT YOU DON'T *WANT* TO FACE.

DON'T WORRY. I CAN BE BRAVE.

YEAH. WELL...

THAT MAKES ONE OF US.

FRIENDLY NEIGHBORHOOD SPIDER-MAN #2

"SPIDER-MAN: THE OTHER — EVOLVE OR DIE, PART FOUR: BARGAINING"

HAVE YOU...

HAVE YOU GOTTEN A SECOND OPINION YET?

UH, NO... THINGS HAVE BEEN KIND OF BUSY...

"KIND OF BUSY"! THIS IS A *DEATH SENTENCE*, PETER! AND YOU HAVEN'T EVEN *CHECKED* TO SEE IF IT'S REALLY *TRUE?*

WHERE AM I SUPPOSED TO *GO?* I CAN'T JUST WALTZ INTO SOME HMO AND ASK FOR THE SPECIAL POWERS PLAN....

HOW ABOUT DOWN THE HALL TO ALL YOUR *SUPER-SMART SUPER-FRIENDS?!!!*

AUNT MAY, I CAN HANDLE THIS...

NO YOU *CAN'T.* YOU'RE TOO PROUD TO ASK YOUR FRIENDS FOR HELP. THEY'LL JUST YELL *"AVENGERS ASSEMBLE!"* ONE DAY AND YOU WON'T SHOW UP BECAUSE YOU'RE LAID OUT ON A SLAB.

WHAT'S GOING ON IN STARK'S OFFICE?

I DUNNO. THAT REDHEAD CHICK AND THAT OLD LADY--PETER'S MOM, I THINK--STORMED IN THERE AN HOUR AGO. CAN'T BE GOOD.

OH MAN! SO MAYBE THERE'S SOME TRUTH TO THE HEADLINES ABOUT THE MILLIONAIRE PLAYBOY AND THE SUPERMODEL?

I DON'T KNOW IF THAT'S THE SITUATION HERE.

LADY, I DO SECURITY. GUYS LIKE STARK--THEY ALWAYS HAVE A WEAK SPOT. A WILD SIDE. THAT'S WHY HE'S GOT HIMSELF SEALED UP IN A TIN CAN.

TIME

DON'T WORRY, I'LL TAKE CARE OF IT. NOTHING BUT THE BEST.

IF YOU COULD JUST KEEP THIS QUIET.

OF COURSE. THAT WOULD BE BEST FOR EVERYBODY.

UH...

SO, MAYBE YOU'RE RIGHT.

SOME TIME LATER...

SO...

...WHAT KIND OF RESULTS ARE *YOU* GETTING, REED?

THERE'S CELLULAR DEGENERATION, BUT IT'S NOT CANCER OR ANYTHING TRADITIONAL, YELLOWJACKET.

I DON'T GET IT, EITHER. I FEEL LIKE IT'S TIED TO THE RADIATION-BASED INFECTION THAT GAVE HIM HIS POWERS, BUT I'M NOT AN EXPERT IN THAT FIELD.

THIS IS A VERY SMART ROOM. BUT WHEN IT COMES TO RADIATION-BASED MUTATION, THERE'S ONLY *ONE* TRUE EXPERT.

HOLD ON, DOCTOR FOSTER. YOU'RE NOT SAYING WHAT I *THINK* YOU'RE SAYING...

ONE HOUR LATER...

LOCK

MAYBE IT'S JUST THE NEW YORKER IN ME...

...BUT THE DESERT GIVES ME THE CREEPS.

WE'RE GETTING A HEALTHY SIGNAL SAYING HE'S IN THE AREA.

CAN THAT THING DISTINGUISH WHETHER HE'S NORMAL OR HULKED OUT?

YIKES!

WHOOOSH!

YOU TELL ME.

IS IT TOO LATE TO CALL IN THE REST OF THE TEAM?

YOU WERE THE ONE WHO WANTED TO KEEP THINGS "PRIVATE," REMEMBER?

CALM DOWN, GUYS. WE CAN REASON WITH HIM.

LEAVE HULK ALONE!!!

OH YEAH. I'M FEELING RATIONALITY JUST OOZING FROM HIS PORES.

THE KEY IS **NOT** TO ENGAGE HIM IN A BATTLE. BECAUSE THE ANGRIER HULK GETS--

--THE MORE LIKELY HE IS TO KILL US ALL DEAD.

EVERYONE GOT THEIR AIR MASKS ON SECURELY?

YEP.

YEP.

GOOD. BECAUSE WE'RE PUMPING ENOUGH **TRANQUILIZER GAS** INTO THE OPEN AIR TO TAKE OUT GALACTUS. IF GALACTUS BREATHES, WHICH WE'RE NOT SURE ABOUT. BUT IT SHOULD WORK ON THE HULK.

BRUCE...WE REALLY NEED YOUR HELP. WE'RE PLEADING WITH YOU...

BRUCE NOT HERE! CALL HULK HIS NAME AGAIN AND HULK SMASH!!!!

YOU'RE GETTING IN ARM'S REACH. I WOULDN'T *DO* THAT.

RELAX, BRUCE. YOU'RE WITH **FRIENDS**. WE NEED YOUR **HELP**. JUST WATCH THE LIGHTS.

LIGHTS... PRETTY...

YES, VERY PRETTY... WATCH THE PATTERN...

YOU TRICKING HULK!?

THIS IS STUPID. I SHOULD HAVE BROUGHT MY WIFE.

C'MON, REED. ONE NIGHT OUT WITH THE BOYS CAN'T HURT. BESIDES, I'D SAY THE THING WOULD BE MY CHOICE OF--

SUE WOULD CUT OFF HIS AIR WITH A ***FORCE FIELD***. HIS LUNGS WOULD FILL WITH GAS AND THIS WOULD BE OVER. NOW WE'VE GOT TO DO THIS THE HARD WAY.

G-G-GOTTA MAKE THIS QUICK...

STOP STINGING!

ZZAAAAP

INCOMING!

OW!

WHAM

OKAY, REEEEEEALLLY BIG ROCK COMING OUR WAY.

KERBLAM!

NOT GOOD. I WONDER IF THAT GAS HAS DISSIPATED--

REED? REED?

HOWDY! REMEMBER ME?

VAGUELY...

"VAGUELY"! GOOD WORD CHOICE. LOOKS LIKE THE GAS IS DOING ITS JOB.

YOU TALK TOO MUCH, BUG MAN.

YEAH, IT'S A BAD HABIT. BUT IT SERVES A PURPOSE. LET ME TELL YOU THIS JOKE.

KNOCK KNOCK.

GGGRRRRR!

I'LL TAKE THAT AS A "WHO'S THERE?"

HEH...

...HEH...

I CAN'T BELIEVE IT...A KNOCK-KNOCK JOKE...

I GOT A MILLION OF 'EM. GOTCHA!

LATER. THE BAXTER BUILDING.

WHAT DO YOU THINK?

THAT YOU'RE STANDING A LITTLE CLOSE.

SORRY.

I CAN'T BELIEVE YOU LET BANNER INTO OUR HOME. BIG MISTAKE, REED. AND HE *AIN'T* KEEPING MY SHIRT.

STOP POUTING, BEN. WHAT WAS I *SUPPOSED* TO DO? HE DIDN'T HAVE ANY EQUIPMENT ON HAND.

YOU KNOW WHY THAT IS, SMARTY PANTS? 'CAUSE HE'S *THE HULK*, AND THE HULK LIKES TO *SMASH* STUFF. YOU WANNA TALK ABOUT A BULL IN A CHINA SHOP? HE'S RIGHT THERE. AND THE HULK AIN'T COVERED ON OUR HOME-OWNERS POLICY, I'LL TELL YOU THAT.

THE LOOK ON YOUR FACE, DOC, DOESN'T SCREAM "CURE."

I'M SORRY, BUT I'M GOING TO NEED SOME MORE TIME. UNFORTUNATELY, AT THE RATE IT'S SPREADING...

I GUESS THAT'S IT. I MEAN, YOU'RE THE *GURU* OF RADIATION. IF *YOU* CAN'T HELP ME, NO ONE CAN.

THAT MIGHT NOT BE THE CASE. I HAVE A *SUGGESTION.*

I'M ALL EARS.

THREE HOURS LATER.
WAKANDA, AFRICA.

THANKS FOR SEEING ME ON SUCH SHORT NOTICE.

THE LEAST THAT I COULD DO FOR A FELLOW AVENGER. I ONLY WISH IT WERE UNDER BETTER CIRCUMSTANCES. COME.

HELLO, MY FRIEND.

I'M NOT WEARING A SIGN ON MY BACK, AM I?

NO. THEY REMEMBER ANANSI, THE SPIDER GOD. THEY MUST THINK YOU ARE A REPRESENTATIVE.

FIGURES I HAD TO TRAVEL HALFWAY AROUND THE GLOBE TO GET SOME LOVE.

YES, WELL, JUST DON'T REMOVE THE MASK.

MAN, I'VE BEEN AROUND A LOT OF TOP SECRET LABS IN MY TIME, BUT I'VE NEVER SEEN DEVICES LIKE *THESE*.

WE MAPPED THE HUMAN GENOME 50 YEARS BEFORE WESTERN SCIENTISTS.

UNFORTUNATELY, WE STILL CAN'T FIGURE OUT THE SOURCE OF YOUR ILLNESS.

OUR FINAL EFFORT IS-- *THIS*.

THANKS, BUT... I'M NOT REALLY A ***SALAD*** MAN. MAYBE IF YOU HAD A BURGER WITH IT--

THESE ARE THE HEART-SHAPED HERBS. THEY ARE A SPECIAL PLANT FOUND ONLY IN WAKANDA. ONLY A WARRIOR PROVEN TO BE WORTHY OF BEING THE KING CAN INGEST THEM. THEY GIVE THE LEADER OF THE BLACK PANTHER CLAN HIS SPECIAL ABILITIES.

OH.

THEN...THEN WHY AM *I* ALLOWED TO EAT THEM? I MEAN...I'M NOT...

YOU ARE A WARRIOR WITH THE HEART OF A KING. DIG IN.

HMMMPH. CHEWY.

WOULD IT BE SACRILEGIOUS TO ADD SALAD DRESSING?

YES.

HMMM HMMM GOOD! NOW WHAT?

WELL, IT WILL TAKE A DAY OR SO FOR RESULTS.

OKAY, THEN... GOT CABLE? THE SOPRANOS ARE ON TONIGHT...

YES...BUT YOU'RE IN AFRICA. MAYBE YOU'D LIKE TO DO SOMETHING UNIQUE TO THE REGION?

IS THIS GONNA END UP WITH ME HAVING TO FIGHT SOMEBODY? I'M NOT REALLY FEELING UP TO A SCRAP WITH THE MAN-APE.

TELL ME ABOUT IT. YOU AND ME BOTH.

...I MEAN, WHAT'S *UP* WITH THAT GUY? IS HE JUST A GUY IN A WHITE MONKEY SUIT?

YES.

DOES A GUY IN A WHITE MONKEY SUIT THINK OTHER PEOPLE ARE SUPPOSED TO QUAKE IN HIS PRESENCE?

I NEVER GOT IT.

UH, NOT TO BE INSULTING, BUT THE LAST TIME I ENTERED A TEMPLE LIKE THIS SOMEBODY TRIED TO USE ME AS A HUMAN SACRIFICE.

THIS IS THE TEMPLE OF ANANSI--THE SPIDER GOD. YOUR NAME-SAKE.

WOW...

YOU'RE RIGHT. IT COULD HAPPEN HERE, TOO. LET'S HEAD BACK.

HA! GOOD ONE!

ER... OKAY.

SO MAYBE A QUICK SNAPSHOT IN FRONT OF THE TEMPLE WOULDN'T BE A GOOD MOVE EITHER?

PETER? I HAVE YOUR RESULTS.

...NO, I THINK SHE'LL DIG IT. SHE GOT HERS DONE LIKE THIS ON A SHOOT IN THE CARIBBEAN ONE YEAR AND--

I SEEM TO BE INTERRUPTING.

THIS *ISN'T* WHAT IT LOOKS LIKE.

SHE'S *NOT* BRAIDING YOUR HAIR?

I GUESS IT *IS* WHAT IT LOOKS LIKE.

EXCUSE ME, LADIES. WE NEED TO TALK ALONE.

Okay, I've got to face facts. I've tried every expert possible. There's no way around it. I am going to die.

I'd never thought I'd go out like this. I mean, I always thought I would die, but in a quick but stupid way. Like a fatal paper cut from Batroc the Leaper.

Well, could be worse. When I first started doing this, back in high school, I thought I would die a bachelor. Whew! Check *THAT* one off the list.

But I never got to do anything really nice for my wife. No fancy vacations, no expensive gifts...no kids...

I was always too busy fulfilling my "responsibility" to my so-called "great power" to really take care of my real responsibilities...to my family. And now I'm about to lose everything.

I don't even have *LIFE INSURANCE!*

BANG! BANG!

GREAT-- I CAN'T EVEN GET MY MOPE ON WITHOUT SOME MORON COMMITTING A CRIME.

WELL, SOMEONE JUST VOLUNTEERED TO BE THE OUTLET FOR MY FRUSTRATIONS!

TRY AND SHOOT ME? I'M *THE OX!!!*

NO ONE WELCHES ON FAT TEDDY. AND, NEXT TIME YOU GONNA BET, THINK TWICE BEFORE YA PUT IT ON THE KNICKS.

CLINK CLINK CLINK CLINK

WHO'S THERE?

IT'D BE SMART TO KEEP IT MOVING, PAL, UNLESS YOU WANT SOME OF THE SAME. DOESN'T MATTER TO ME NONE.

CRIPES, IT'S SPIDER-MAN. YA WANT ANOTHER BEATING FROM ME? REMEMBER LAST TIME WHEN I--

WHAMP!

GOOD ONE. THAT ALMOST HURT. OKAY, COME GET YER BEATING.

WHAT HAPPENED, JOE PISCAPO? CAT GOT YER TONGUE? YOU'D USTA HAVE TOLD THREE STOOPID JOKES BY NOW.

WHAM!

HEY... WHAT THE--

YOU LOOK SURPRISED.

MORLUN?! BUT HOW...?

YOUR TIME IS NEAR. GET YOUR AFFAIRS IN ORDER, BOY. SAY YOUR GOODBYES. DON'T WORRY, YOUR WIFE WILL GET OVER IT. THE OLD WOMAN, ON THE OTHER HAND...

KRAK

THWAK

SPLUNCH

THAP!

WHO--!?

DAREDEVIL...?

I'M SURE HE DESERVES IT... BUT BEFORE YOU CAVE IN HIS HEAD...IT'S OVER UNLESS YOU WANT HIM *DEAD*.

I MEAN, I'D BE UPSET IF SOMEBODY CALLED ME JOE PISCAPO TOO, BUT STILL...

GET OUT OF HERE. HE NEEDS MEDICAL ATTENTION.

AND *YOU* NEED SOME ANGER MANAGEMENT. NOT TO BE THE POT CALLING THE KETTLE BLACK...

I...I THOUGHT HE WAS...

IT DOESN'T MATTER WHO YOU THOUGHT HE WAS. GET OUTTA HERE. AND YOU OWE ME ONE.

FIFTEEN MINUTES LATER...
THE SANCTUM OF STEPHEN STRANGE

DON'T TOUCH THAT! SOME OF THESE ARTIFACTS ARE THOUSANDS OF YEARS OLD.

WHY? WOULD THAT OPEN THE GATES TO HELL OR SOMETHING?

NO... IT'S JUST VERY FRAGILE.

OH! THAT'S NOT GOOD.

YOU CAN TELL?

YOU HAVE A MALADY. BUT NOT PHYSICAL.

OKAY, NOW WE'RE GETTING SOMEWHERE. WHAT'S THE DEAL, DOC?

LET THE EYE OF AGAMOTTO PEER INTO THE STYGIAN DARKNESS AND SEEK OUT THE TRUTH.

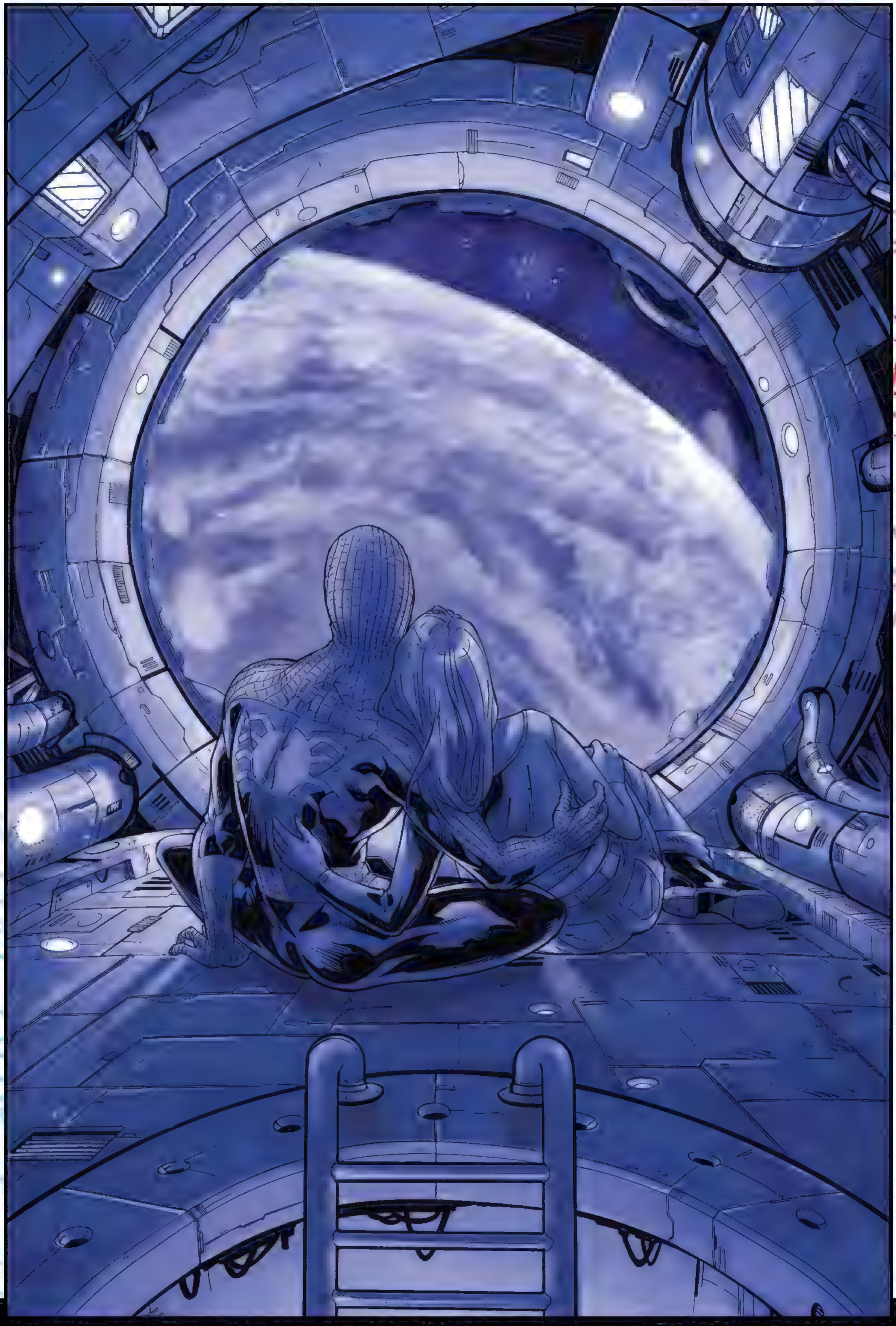
Y'KNOW, NOT TO BE SILLY, BUT I SAW SOMETHING VERY SIMILAR AT SHARPER IMAGE...

YES. I SAW IT, TOO. QUIET NOW...

LOOK, I WAS NEVER KNOWN FOR MY BEDSIDE MANNER, SO I WILL SPEAK VERY DIRECTLY. I *CANNOT* LIFT THIS CURSE. AND THE FORCES AGAINST YOU ARE UNSTOPPABLE.

OKAY, IS THAT LIKE THE OVERCONFIDENT BAD GUY SAYING "YOU'LL NEVER MAKE IT THIS TIME, SPIDER-MAN!" TYPE-UNSTOPPABLE... OR PUT-YOUR-AFFAIRS-IN-ORDER UNSTOPPABLE?

YOU'RE A GOOD MAN WHO'S LED A GOOD LIFE. PREPARE TO DIE.



MARVEL KNIGHTS SPIDER-MAN #20

"SPIDER-MAN: THE OTHER — EVOLVE OR DIE, PART FIVE: RETREAT"

LATVERIA.

DID YOU HEAR THE BELLS CHIME? *CURFEW* WILL BEGIN SOON!

STILL? I THOUGHT WITH THE DEATH OF DOOM--

SSSHHH! THE STREETS ARE WATCHING...LISTENING. NEVER SPEAK OF THE MASTER'S DEMISE. I DOUBT IT WILL EVER HAPPEN.

OKAY, THE "HIDING FROM THE GENERAL PUBLIC" PART JUST GOT REAL EASY.

I DON'T KNOW... I'M STILL NOT SURE THIS WAS A GOOD IDEA.

KIND OF LATE IN THE GAME FOR THAT NOW.

THERE IS NO WAY I'M GETTING BACK ON A PLANE. THIS IS EXCITING!

WE AREN'T THAT FAR FROM THE CASTLE. LET'S GO FOR IT.

YOU CRAZY KIDS....REMEMBER I CAN'T WALK AS FAST AS YOU!

I'M GOING TO GO AHEAD AND OPEN THE DOOR...SEE YOU IN A MINUTE.

OH DARN, I FORGOT MY KEY.

LOOK, AN OPEN WINDOW!

I'LL JUST--

YIIKES!!

WHOA. NASTY FISH TANK, DR. DOOM!

HELL-LO! VICKY BOY! ANYBODY HOME?

OKAY, LET'S SEE WHAT'S *REALLY* GOING ON.

OH DOOMY... LASER TRIP ALARMS ARE *SOOOO* '80S. WHO'S YOUR DECORATOR?

IN FACT, THIS WHOLE PLACE IS VERY IVANA TRUMP. HE NEEDS A VISIT FROM THE "QUEER EYE FOR THE DICTATORIAL GUY."

WHAM

WHAM

GEE, I'D LIKE TO SAY I *PLANNED* THAT ONE.

PETER! WERE THOSE--

JUST **ROBOTS.** DON'T SWEAT IT.

MY WORD! WHAT DISTURBING ART!

WAIT TILL YOU MEET HIS PETS.

THE ENTRANCE TO THE "WACKY DEVICES ROOM" SHOULD BE UP AHEAD.

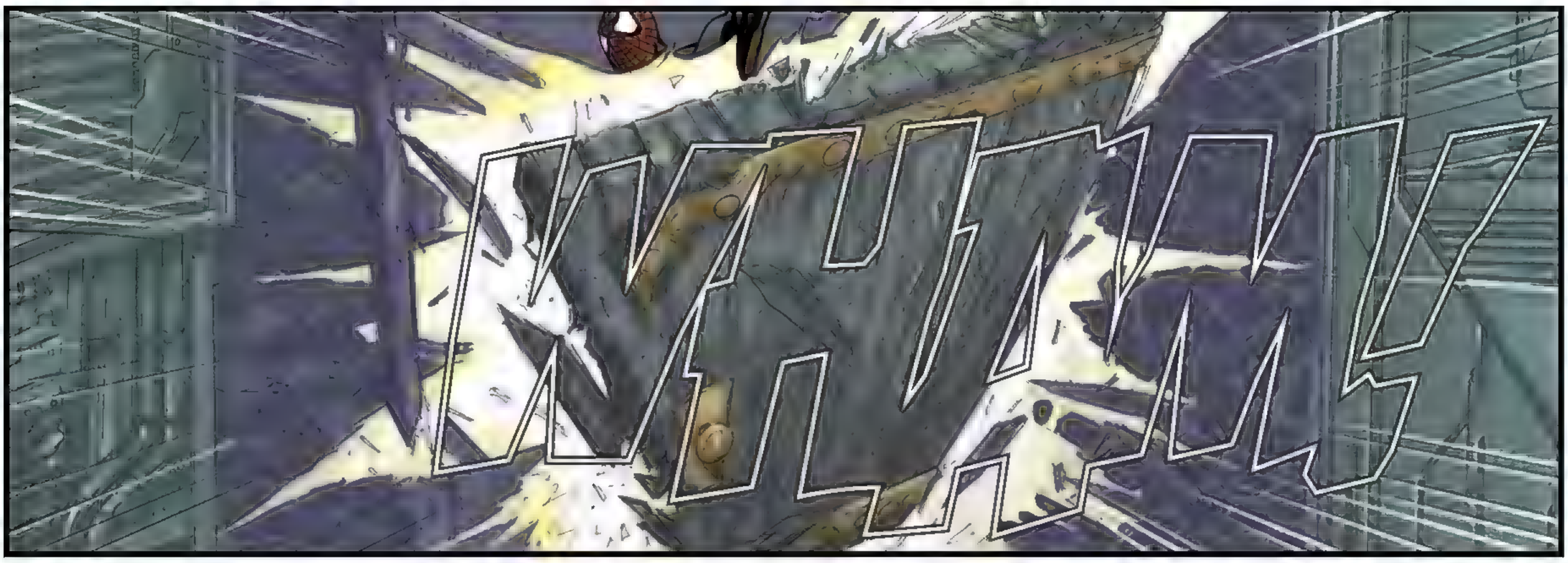
I COULD NEVER MAKE MY WAY DOWN THESE NARROW WINDING STAIRS ON MY OWN. WOULD YOUR FRIEND MIND IF I KEPT THIS ARMOR?

I PROMISED HIM IT WAS A LOANER... BUT I'LL SEE WHAT I CAN DO. YOU KNOW HOW GUYS ARE ABOUT THEIR FIRST SPORTS CAR.

OOOOKAY, MAKE A LEFT AT THE SUBATOMIC DEFRIBERDIGGIT...

LOCKED?

NOPE.


KAUFMAN

HERE IT IS. THE ONLY OPERATIONAL *TIME MACHINE* KNOWN TO MAN.

DOES THAT MEAN WE CAN FINALLY TAKE THESE THINGS OFF?
YES, YOU WON'T NEED THEM FOR THE TRIP.

HOW CAN POOR IRON MAN STAND TO BE COOPED UP IN THIS ALL DAY?
I WAS DIGGING IT. IT'S KINDA LIKE BEING YOUR OWN SUV.

SO, ARE YOU GUYS READY FOR THIS?
PETER, YOU KEEP ASKING ME THAT. THE QUESTION IS, ARE *YOU*?

HOPE I READ THE INSTRUCTIONS RIGHT.

OH MAN--IT *WORKED!*

DO NOT TELL ME YOU REALLY WEREN'T SURE...

OH MY WORD...

DON'T BE FREAKED OUT. IT'S JUST "CHRONAL DISPLACEMENT." WE'RE NOT QUITE PHASED INTO THIS TIME...WHICH MEANS THEY CAN'T SEE US...AND WE CAN'T HARM ANYTHING THAT WOULD AFFECT THE FUTURE...MEANING OUR PRESENT.

--ANYONE FOLLOW THAT?

GOD, PETER, IT'S NOT LIKE WE DIDN'T SEE *BACK TO THE FUTURE,* LIKE, A HUNDRED TIMES.

PETER, YOU MIND YOUR AUNT MAY AND UNCLE BEN, YOU HEAR ME?

OH, PETER, YOUR PARENTS ARE EVEN BETTER LOOKING THAN THEY WERE IN PICTURES.

WE'LL BE BACK SOON. I LOVE YOU, PETER PARKER.

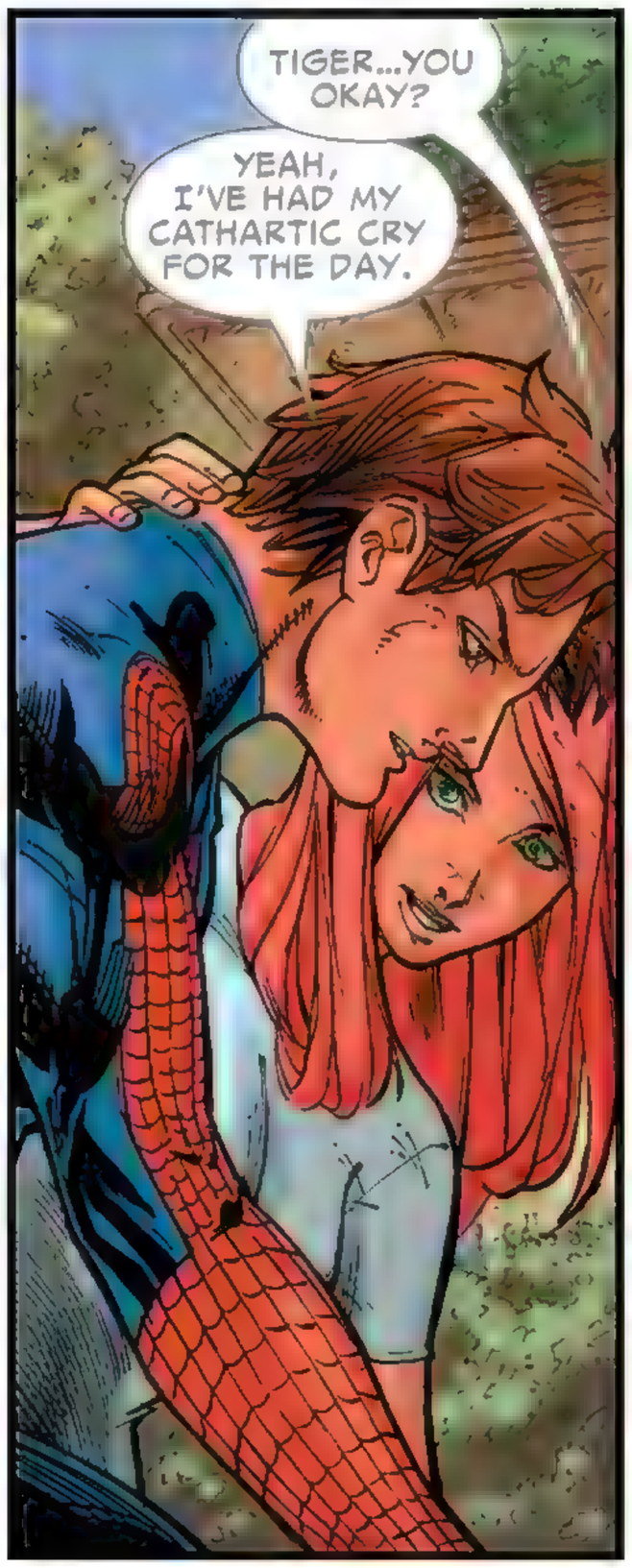
I WUV YOU, DADDY.

WAIT!

DON'T LEAVE! I NEED YOU!
MAK 121

IF YOU STAY, YOU DON'T DIE, UNCLE BEN DOESN'T DIE...
MAK 121

...I DON'T DIE...


TIGER...YOU OKAY?
YEAH, I'VE HAD MY CATHARTIC CRY FOR THE DAY.

I THOUGHT THIS WOULD BE A GOOD IDEA. I MEAN, I HAVE ACCESS TO ALL THIS COOL STUFF AND I NEVER TAKE ADVANTAGE OF IT.
WELL, CONSIDERING YOU HAD TO BREAK AND ENTER THE CASTLE OF AN EGOMANIACAL EVIL GENIUS, I CAN UNDERSTAND WHY WE HAVEN'T SPENT OUR WEEKENDS TIME-TRAVELING.
I JUST HOPE AUNT MAY IS OKAY.

UH, AUNT MAY?

EH? PETER?

TAKE YOUR TIME.

OH NO. IF YOU'RE READY, I'M READY...

...BUT YOU WERE RIGHT, PETER. THIS WAS A GREAT IDEA.

HMMMM, NOT THE BEST TIME FOR A BIG FRACAS...

STAY STILL! THEY SEEM TO ONLY RECOGNIZE ME AS A THREAT. MAYBE I CAN...

GET DOWN, MAY!

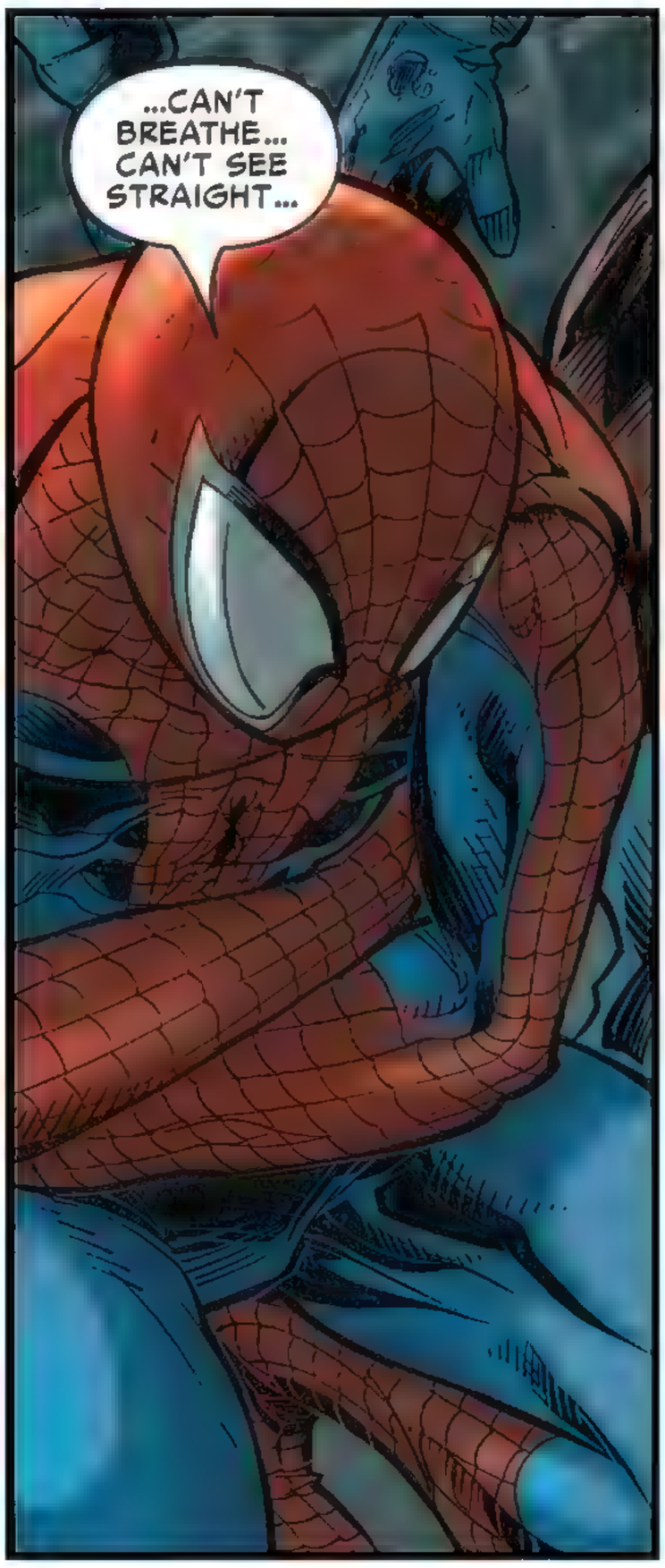
MY WORD!

ZAAAAAP

WHAK
THUD

THERE'S NO WAY I CAN BEAT THIS MANY ROBOTS...AND I CAN'T EVEN SEE AUNT MAY AND--

UGGGGGG! MY GUT!
NOW IS NOT THE TIME FOR MY "CONDITION" TO KICK IN.


...CAN'T BREATHE... CAN'T SEE STRAIGHT...

...NOT LIKE THIS... NOT LIKE THIS...

SHRAAAAAAAAAAAAAAAAAAAK

SHRAAAAAAAAAK

O-O-
O-O-O-O-O-H
M-M-M-M-Y-Y-Y
W-W-W-O-O-O-
R-R-D-D-D!

ARE YOU OKAY, HONEY?

FINE... *NOW.*

DOES AUNT MAY WANNA TAKE MY PLACE IN THE AVENGERS?

LATER...

UGH-- HERE YOU GO, TONY. THANKS FOR LENDING ME THESE.

YOU DIDN'T HAVE TO CARRY ALL THAT STUFF, PETER. WE'VE GOT MOTORIZED CARTS STRONG ENOUGH TO MOVE THAT STUFF AROUND.

WHEW... REALLY? THAT WOULD HAVE BEEN GOOD TO KNOW ABOUT.

KLUNK

SO DID THAT OLD ARMOR GIVE YOU ANY TROUBLE?

ARE YOU KIDDING? DO YOU KNOW HOW BIG THE AARP AFTERMARKET IS FOR YOUR STUFF?

SO WHAT'S THE PLAN NOW?

WELL, I'VE GOT A LIST OF ALL THE COOL STUFF I'VE NEVER DONE WITH MY FAMILY, SO I'LL KEEP KNOCKING THEM OFF ONE BY ONE.

ANY VACATION PLANS BESIDES LATVERIA?

DUNNO... I WAS THINKING VEGAS.

YES!!!! VEGAS BABY... *VEGAS!*

AH YES... THAT WOULD BE A PLACE YOU ARE FAMILIAR WITH, THEN?

ARE YOU KIDDING? I'VE GOT A 25,000-SQUARE-FOOT PENTHOUSE SUITE THERE. AND A *LOT* OF FRIENDS...

...IS THIS TRIP *WITH* YOUR WIFE?

OF COURSE.

NEVER MIND.

VEGAS...

YOU KNOW, I DON'T HAVE ANY HEALTH INSURANCE. I COULDN'T PASS ANY COMPANY PHYSICAL EVEN BEFORE I WAS SICK. RADIOACTIVE SPIDER BITES DO THAT TO YOU.

"BUT WITH MY SPIDER-SENSE, I COULD KILL AT BLACKJACK. MAKE ENOUGH MONEY TO PAY FOR MY FAMILY AFTER I'M GONE."

ONE MORE, PLEASE.

SON, THAT'S PLUMB LOCO!

"I'VE NEVER USED MY POWERS FOR PERSONAL GAIN...BUT THIS WOULDN'T BE FOR ME, WOULD IT? BESIDES, ISN'T PART OF BEING RESPONSIBLE TAKING CARE OF YOUR LOVED ONES?"

I DON'T *BELIEVE* IT! AGAIN?

COME WITH US, SIR.

"OF COURSE, I KNOW THEY'LL SUSPECT SOMETHING. COUNTING CARDS, SOMETHING."

NO WAY. I'VE SEEN "*CASINO.*" YOU'RE NOT THREATENING ME WITH A BUZZ SAW.

DON'T MAKE US GET ROUGH, SIR.

DON'T MAKE *ME.*

"BUT THE REAL PROBLEM IS... WHO CAN ACTUALLY MANAGE A REAL VACATION?

"THERE'S ALWAYS SOME SUPER-POWERED CREEP THAT SHOWS UP NO MATTER WHERE YOU GO.

"GO TO HAWAII... ATTUMA SHOWS UP. THEY'RE EVERYWHERE."

OH WELL...

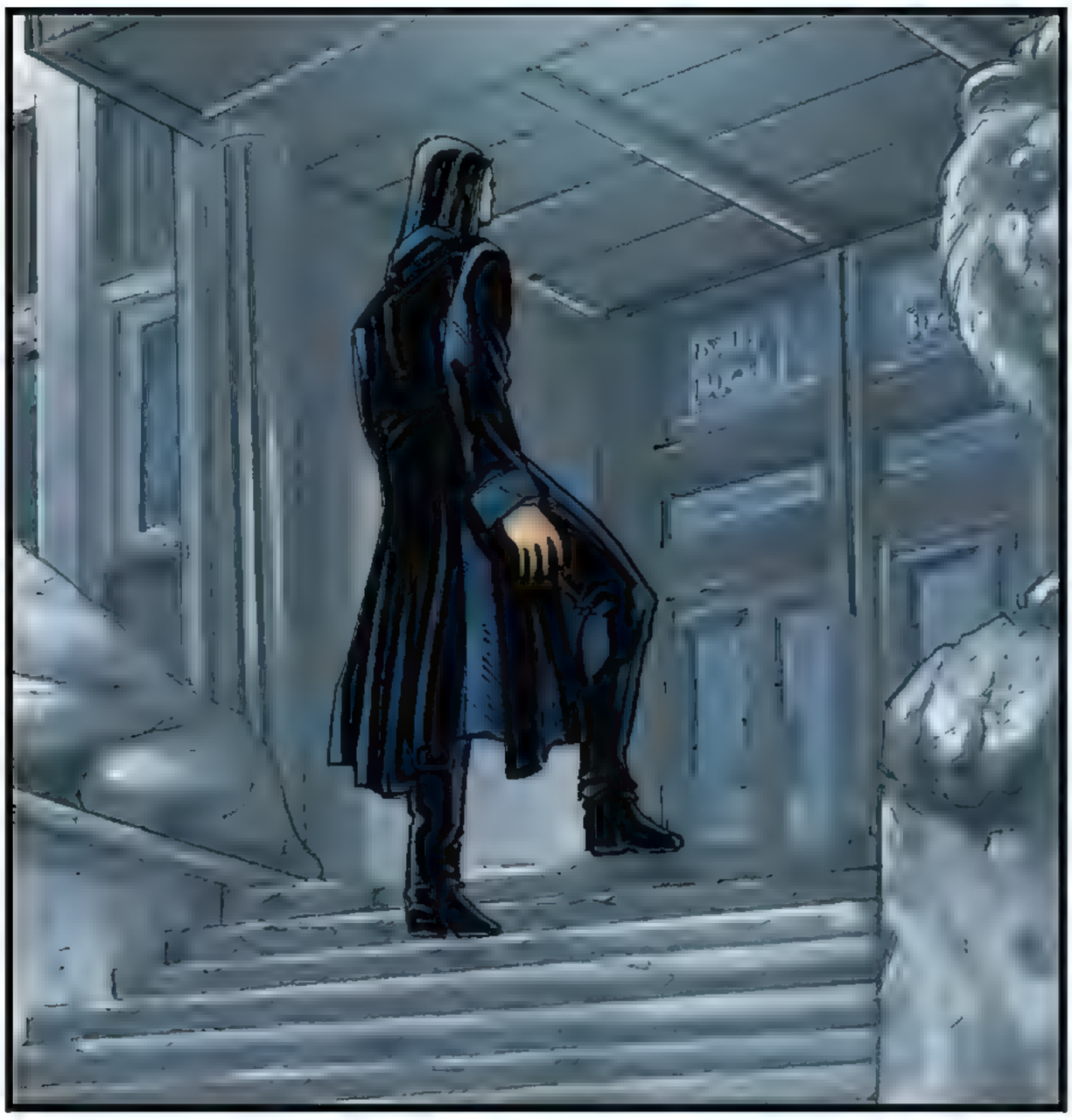
I FEEL YOUR PAIN. BUT IF YOU REALLY WANT TO GET AWAY FROM IT ALL, I'VE GOT THE *PERFECT* GETAWAY.

REALLY? WHAT IS IT?

"WELL, PETER, LET'S JUST SAY YOU WON'T BELIEVE THE VIEW..."

THE TIME HAS COME.

IT IS TIME FOR ME TO FEAST.



Not here, either.

"Where on Earth could he be?"

PETER, I MEAN... WOW.

IT'S SOMETHIN' ELSE, EH?

IT SURE *IS*. FIRST BREAKFAST IN PARIS, AND NOW THIS.

ONLY THE BEST FOR MY GIRL.

TELL ME ABOUT IT. HOW MANY GIRLS GET TO ENJOY A *VIEW* LIKE THIS?

LIKE I SAID...

...ONLY THE BEST FOR MY GIRL.

NICE OF TONY TO LEND US ONE OF HIS SPACE-PODS.

HEY, WHAT'RE FRIENDS FOR?

PETER?

YEAH, BABE?

THANK YOU.

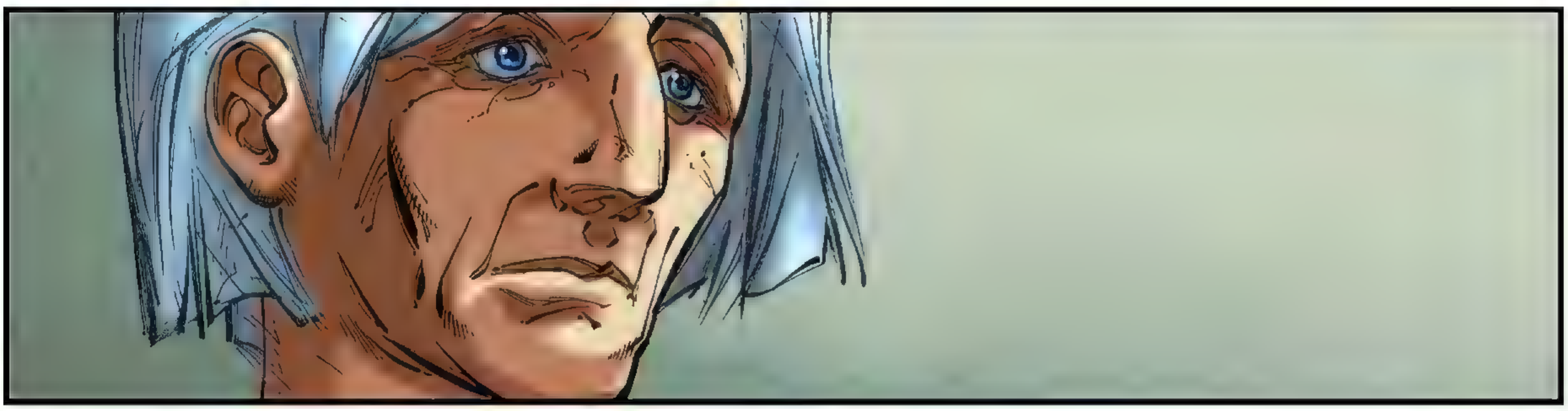
NO PROBLEM, BABE.

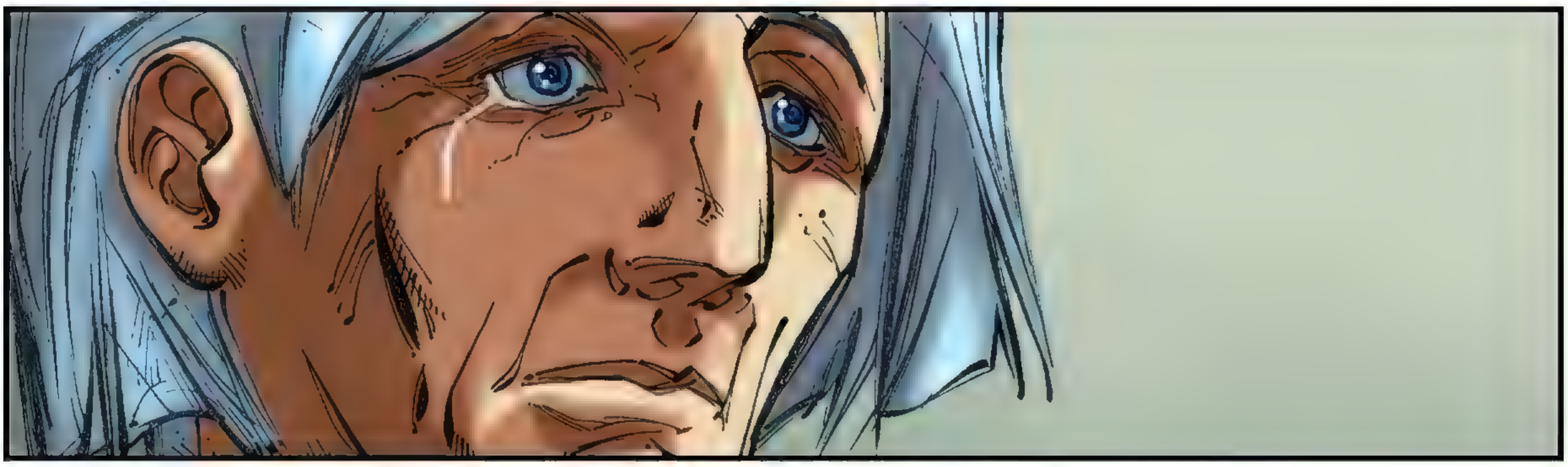
I MEAN IT, PETER. YOU'RE GOING THROUGH A LOT--

WE'RE ALL GOING THROUGH A LOT.

I KNOW, BUT YOU--YOU'RE *HERE*. YOU'RE GOING THROUGH IT *HERE*. WITH US.

WITH ME.





AMAZING SPIDER-MAN #526

"SPIDER-MAN: THE OTHER — EVOLVE OR DIE, PART SIX: RECKONING"

Even though we know we're going to die, we don't dwell on it too much.

Maybe it's a survival mechanism. We're so scared of dying, if we focused on it, we'd be too paralyzed with fear to get anything done. I mean, who would pick up the donuts?

Even us devil-may-care types, who risk our lives every day, don't focus much on our inevitable end, other than using that fear as a springboard to acts of reckless foolishness that some people confuse with heroism.

But what happens when that springboard breaks?

When your Spider-Sense can no longer protect you? When your clock starts to tick, what happens then?

I'll tell you. The mundane becomes spectacular. You don't need a bank robbery or a showdown with the Green Goblin to feel that charge.

Simply swinging across town to pick up your paycheck is enough. Everything seems sweeter. More vivid. Maybe it's the illness flowing through your veins, or maybe it's just knowing your end is near. It doesn't matter, because you feel...

...alive.

SPIDER-MAN: THE OTHER--EVOLVE OR DIE PART SIX:

RECKONING

How much time do you have left? I guess you never know...until the moment comes.

What I *DO* know is this: When mine comes...

IT'S TIME.

...I will not go easy...

...but who says that time has to be *NOW?*

WHAT DO YOU MEAN, DO I KNOW WHAT'S HAPPENING ON MY ROOF? I'M A *NEWSMAN!* I KNOW EVERYTHING GOING ON AROUND--

SMASH

HEY!

CRIPES, FINISH HIM OFF, SPIDER-MAN! BEFORE YOU WRECK MY *WHOLE* OFFICE!

Too many innocents in here. Even Jonah.

I've got to get aw--

WHAM

As if that didn't hurt enough, now my side's acting up again.

-UUNNNHHH-

Stop feeling sorry for yourself. Shrug it off. Get up.

Laurie Lynton. We went to high school together. She is so cute.

And I never got to kiss her.

But I CAN protect her.

OOHHH!!!!

THWACK

NICE ONE!

THAT'S GOTTA HURT.

DID YOU EVER SEE HULK VS. THING? NOW THAT WAS A FIGHT!

CHUD

Got to get away from him. Or at least get him away from people.

Besides, if I'm going down, it WON'T be at the Daily Bugle.

WHAT ARE YOU STARING AT? YOU GOT YOUR SCOOP. BENSON, ABRAMS, GET TO WORK!

YOU JUST DON'T GIVE UP, DO YOU, MORLUN?

HERE'S A LITTLE SOMETHING FOR YOUR TROUBLE, BRIGHT EYES.

This time, I have a plan.

Use his momentum against him... before he tears off my webbing...

...thought of this move a while ago... but never had to use it...never faced a threat like this before...

YEOW! LOOK OUT!

WHAM

New Yorkers...doesn't matter how dangerous the situation is...they *HAVE* to look.

I don't suppose that actually worked...?

Of course not.

Can't risk any more collateral damage. Too many civilians around. It's time for a change of scenery and I know *JUST* the place.

Empire State University.

Where Spider-Man was born.

KER-RASH

And, now, where he may die.

Oh, the irony.

KRUNCH

Here's where I make my last stand.

DUDE, EVEN WITHOUT THE SPIDER-SENSE--YOUR COLOGNE IS KILLING ME!

REALLY, MAN--*ARAMIS*?

Gotta keep moving.

WHAK

SMASH

He can't hit what he can't--

--touch.

WHAM

KRAASH

Wouldn't mind an assist from Iron Man right now.

WHUD

Any Avenger, really.

Even the Wasp.

WHY MUST THE PREY ALWAYS STRUGGLE SO PITEOUSLY?

HEY, MORLUN...

...STEVEN SEAGAL CALLED--

--HE WANTS HIS PONYTAIL BACK.

THWIP

THWIP

I COULD GIVE YOU A QUICK DEATH.

WHACK

SPLUD

BUT YOU WILL NOT CHOOSE IT. IT'S *ALWAYS* THE SAME.

SMASH

NEVER been hit that hard.

THUD

And I've gone toe-to-toe with the Hulk.

Look at him-- not even sweating.

Gotta go BIG--quick.

WHAP

Must stay conscious.

Ignore the pain.

KRUNCH

SKRAK

Must be hurt bad...feel numb... no one-liners left...maybe I'm...

Maybe I'm dead.

IF IT'S ANY CONSOLATION, KNOW THIS:

YOU'VE FARED BETTER THAN MOST OF YOUR KIND.

NO.

AND I'VE KILLED MANY.

Not like this.

NOT

TIK

BY

KA-RUUNCH

HIM

I've been through a thousand of these scrapes.

Fought every super-villain that ever put on the spandex and beat them--twice, three times...I've lost count.

TAK

Who is *HE* to challenge *ME?*

I've conquered fate before.

This is no different.

WHOOSH

No different.

NO DIFFERENT.

I can feel my skin tearing.

Knuckles breaking.

Doesn't matter.

I'm winning...

I'm winning...

I'm winning...

I'll tell your family you did your best...

...SO THEY'LL NEVER LOSE *SIGHT* OF YOUR RESOLVE.

SQUITCH!

NOOOO!!

He didn't.

NO.

NO!

DELICIOUS.

Though I walk through the valley of the shadow of death...

...I will fear no evil...

...For thou art with me...

FRIENDLY NEIGHBORHOOD SPIDER-MAN #3

"SPIDER-MAN: THE OTHER — EVOLVE OR DIE, PART SEVEN: BOWING TO THE INEVITABLE"

As he surveys the form that lies motionless on the street before him, he knows two things.

He knows that he has won, that he has beaten his enemy.

And he knows that the soul, the spirit, the essence within the shattered body still burns as brightly as it did before... more, perhaps, sensing its own imminent death, the way a candle gutters bright a moment before the flame dies.

And now...now it is time.

Time to feed.

THE SIRENS ARE AN INTERRUPTION. AN ANNOYANCE. FOR ALL HIS STRENGTH, HE IS NOT INVULNERABLE, NOR CAN HE FEED AND FIGHT AT THE SAME TIME.

AND IN THE TIME IT TAKES TO KILL THEM, OTHERS WILL ARRIVE TO TAKE THEIR PLACE, SWARMING LIKE ANTS OVER THE BODY OF A DYING SPIDER.

THEIR DEATHS ARE INCIDENTAL TO HIS DECISION. LET THEM HAVE THE SPIDER. REMOVE THE BODY TO A PLACE WHERE HE CAN FIND IT LATER, AND FINISH IN PRIVATE WHAT HE BEGAN HERE. THEY WILL DO HIM A SERVICE, ENSURING THAT THE BODY IS STILL ALIVE WHEN HE COMES FOR IT.

HE HAS NO USE FOR THE BODY, IN ANY EVENT.

BUT THEN, BROKEN AS THE BODY IS, WOUNDED NEARLY TO DEATH, ONE-EYED AND SHATTERED... EVEN IF HE WERE TO NEVER TOUCH IT AGAIN, HE KNOWS THAT NO ONE WILL EVER HAVE USE FOR IT AGAIN.

HE HAS WON.

HE HAS WON.

GET BACK!

HOLD THOSE PEOPLE BACK!

WE NEED AN AMBULANCE OVER HERE!

HOLY--

WHERE THE HELL'S THE PARAMEDIC!

--LOOK!

IT'S HIM!

I KNOW, IT'S WHAT THE REPORTS--

EVERYBODY THAT DOESN'T NEED TO BE HERE, BACK UP!

LET ME THROUGH!

HAVE TO STABILIZE HIM--

LOOKS LIKE HE'S BEEN IN A SHREDDER--

GET THE OXYGEN STANDING BY--

HAVE TO IMMOBILIZE HIM OR RISK--

SOMEBODY GET HIS MASK OFF--

I'LL DO IT.

I ALWAYS WONDERED WHO HE WAS INSIDE TH--

I DON'T THINK THAT'S A--

HE COULD BE CHOKING TO DEATH ON HIS OWN BLOOD! NOW GET HIS DAMNED MASK OFF!

OH JEEZ...

I THINK I'M GONNA BE SICK.

WHOEVER HE *WAS*...WHATEVER HIS NAME *USED* TO BE, HE'S *NOT*. NOT ANYMORE.

NOBODY COULD PICK THAT FACE OUT OF A LINE-UP.

NOBODY.

THE NAME IS GONE.

THE MAN IS GONE.

EMS

THE MAN IS GONE.

ONLY THE SPIDER REMAINS.

DPSFSDWRESD DDSJDSSLKDWE CVJAFLKJSASSA SDKFJAOWETURA ADKASDAKSA.

CODE BLUE! CODE BLUE!

STANDING BY TO RECEIVE--

WE'RE LOSING HIM--

CLEAR THE WAY! GET OUT OF THE--

DPSFSDWRESD DDSJDSSLKDWE CVJAFLKJSASSA SDKFJAOWETURA ADKASDAKSA.

CONFIRM MULTIPLE RIBS BROKEN--

BONE PENETRATED PATIENT'S LEFT LUNG, COLLAPSING IT, FILLING WITH FLUID--

PULSE IRREGULAR--

ARTERIAL TEAR AT UPPER VENA CAVA--

CONCUSSION, HEAVY INTRACRANIAL BLEEDING--

DPSFSDWRESD DDSJDSSLKDWE CVJAFLKJSASSA SDKFJAOWETURA ADKASDAKSA.

...ANY WAY TO NOTIFY HIS NEXT OF KIN...BEFORE IT'S TOO LATE FOR GOODBYES...?

"DON'T WORRY, WITH THIS ALL OVER THE TELEVISION...

"...WHOEVER THEY ARE... THEY KNOW.

"THEY KNOW.

"THEY KNOW."

WITH ALL DUE RESPECT, I DON'T CARE *WHO* YOU ARE, OR *WHAT* AUTHORITY YOU HAVE, YOU CAN *NOT* REMOVE A PATIENT FROM THIS HOSPITAL WITHOUT WRITTEN CONSENT FROM THE NEXT OF KIN.

IT'S FOR HIS OWN SAFETY--

THE PATIENT HAS BEEN MOVED TO ICU. HE'S IN *CRITICAL CONDITION.* IF HE'S MOVED AGAIN THE RESULTS WILL BE PREMATURELY FATAL.

WHAMM!

GO! HE'S PROBABLY ON ONE OF THE UPPER FLOORS! I'LL JOIN THE OTHERS, THEY'LL PROBABLY NEED A LAWYER RIGHT ABOUT NOW.

I'M COMING, PETER... I'M COMING... HOLD ON FOR ME, BABY...HOLD ON FOR ME...

"WHAT DO YOU MEAN... *PREMATURELY* FATAL?"

AS I SAID, THEY'VE ISOLATED AND TEMPORARILY STABILIZED THE PATIENT, BUT...

...I'M AFRAID THERE'S NOTHING MORE THEY CAN DO. NOTHING *ANYONE* CAN DO. THE DAMAGE WAS TOO EXTENSIVE.

"HE'S NOT GOING TO MAKE IT."

NOW...WE CAN AT LAST FINISH THIS.

THE CONSUMMATION... OF CONSUMPTION. TO TAKE ALL YOUR STRENGTH... ALL YOUR POWER...ALL YOU ARE...ALL YOU HAVE EVER BEEN...

...AND ALL YOU WOULD EVER HAVE BECOME...FOR MY OWN.

LEAVE HIM ALONE!

UNNHHH!

IF YOU WISH TO BE WITH HIM--

--I AM HAPPY TO OBLIGE.

A LITTLE SOMETHING TO CLEAR THE PALATE, AS THEY SAY...

THE MAN IS GONE.

ONLY THE SPIDER REMAINS.

BUT THE SPIDER REMEMBERS.

"I'LL ALWAYS BE THERE FOR YOU, MJ. EVEN IF I'M STANDING ON THE EDGE OF HELL ITSELF, IF I KNOW YOU NEED ME, I'LL COME FOR YOU. I SWEAR IT.

"I SWEAR IT."

EVEN DYING, THE SPIDER KNOWS WHEN TO GO DORMANT. WHEN TO CONSERVE ITS STRENGTH FOR ONE LAST MOVE.

WHEN TO SPEND ITS LAST BREATH.

SNAP!

WHEN...IT IS TIME.

BLESSED AND BURDENED HE WAS, WITH THE LEGACY OF THE SPIDER. THE GIFTS HE WOULD RECOGNIZE AND ACCEPT.

AND THE ONES HE REFUSED TO ACCEPT.

FOR SPIDERS DO NOT JUST LEAP, AND CLIMB, WITH GREAT STRENGTH.

WHEN CORNERED, WHEN DEATH LOOMS, THEY BITE. AND THEY STING.

NOW IS THE MOMENT OF CORNERED DEATH.

NOW IS THE PROMISE.

now.

now.

now.

AAAHGGG!

SSSHHHAAA!

P...PETER...?

NOW, THE SPIDER FINDS ITSELF AT LAST.

IT STINGS.

SHLKKK!

IT STRIKES WITH THE FURY OF VENGEANCE INCARNATE. THE POWER OF THE SPIDER FULLY UNLEASHED FOR THE FIRST TIME.

AAGGHHH!

IT STINGS AGAIN.

AND WHEN THE SPIDER BITES... WHEN THE SPIDER *FEEDS*...

...IT ALWAYS STARTS AT THE HEAD.

HUCCHHH...

OHMYGOD... OHMYGOD...

EEEEEEEEEEEE!

EEEEEEEEEEE!

WHAT THE--

17-B. IS THAT HIS ROOM?

I--

IS IT?

YES!

17B

STAIRS

NO TIME FOR THE ELEVATOR! HOLD ON!

WHOOOA!

NO...
NO...

...THIS WAS NOT...HOW IT WAS MEANT TO BE...THIS IS NOT...THIS IS NOT--

...SSSSHHH...

AAAGGGHHH!

PETER...?

PETER!

PETER... I'M HERE... I'M HERE, PETER.

I'M HERE, PETER...DON'T LEAVE ME LIKE THIS...I CAN'T LIVE WITHOUT YOU... PLEASE...

...MJ...

PETER... YOU'RE GOING TO BE OKAY. JUST HOLD ON, HELP'S ON THE--

...NO... LISTEN TO ME...

...I'M OUT OF TIME, I'M... I'M ALL BROKEN UP...

NO, WE CAN FIX IT, WE CAN--

NO...NOT THIS TIME...I CAN FEEL IT.

BUT I CAN'T GO...WITHOUT SAYING...I LOVE YOU...ONE LAST TIME.

NO...

I CAN'T--

...BE HAPPY, MJ...DON'T GIVE UP...LIVE...FOR ME...

...PLEASE...

I CAN'T SAY GOODBYE, PETER...PLEASE, PLEASE DON'T MAKE ME...

...MJ...

DON'T... I LOVE YOU...I LOVE YOU...DON'T GO...PLEASE...

...GOODBYE.

NOOOO!

FOR THE NEXT HOUR, THEY SAY SOFT THINGS TO HER...THEY TELL HER THAT HE DIED BRAVELY...THAT HE SAVED HER BECAUSE HE WANTED HER TO LIVE ON AFTER HIM.

THE REST IS A BLUR OF SOUND. NONE OF THE WORDS SEEM TO LINE UP.

I DON'T CARE IF THEY COMPLAIN. TELL THEM TO SEND ME A BILL.

THEY SAY SOMETHING ABOUT MOVING HIM...ABOUT MOVING THE BODY...OUT OF THE HOSPITAL.

NO ONE CAN KNOW WHAT HAPPENED.

THAT SPIDER-MAN IS DEAD.

NO ONE CAN TAKE ADVANTAGE OF THE SITUATION TO TAKE FINGERPRINTS, OR DENTAL RECORDS.

THEY CANNOT ALLOW ANYTHING TO COME BACK TO HER, OR TO PETER'S AUNT.

THEY KNOW WHAT TO DO. BECAUSE THEY HAVE DONE IT BEFORE. ALL OF THEM.

ALL OF THEM.

BUT AS SHE SURVEYS THE FORM THAT LIES MOTIONLESS ON THE GURNEY BEFORE HER, SHE KNOWS ONLY TWO THINGS.

THAT NONE OF THE WORDS MATTER.

NONE OF THEM.

AND THAT SHE WILL SPEND THE REST OF HER LIFE TURNING TO SAY SOMETHING TO THE ONE PERSON WHO MEANS MORE TO HER THAN LIFE ITSELF... WHO IS NO LONGER THERE.

BECAUSE THE MAN SHE LOVES IS DEAD.

THE MAN SHE LOVES IS DEAD.

SHE COMES UP IN THE ELEVATOR ALONE. SHE HAS TO.

SHE THREW UP TWICE ON THE WAY HERE FROM THE HOSPITAL, AND SHE'S NOT SURE SHE'S FINISHED YET.

SHE CAN'T LET THE OTHERS SEE HER LIKE THAT.

SHE HAS TO BE STRONG NOW. STRONG FOR HERSELF--

--AND FOR MAY.

MARY JANE...

AUNT MAY, I--

IS IT TRUE?

THEY SAID... THEY SAID SOMETHING HAPPENED TO PETER, AND...

BUT I DIDN'T WANT TO...I DECIDED I WOULDN'T BELIEVE IT UNTIL I HEARD IT FROM YOU, BECAUSE...BECAUSE YOU WERE *THERE*... AND...AND...

I'M--

TELL ME IT ISN'T TRUE, MARY JANE. TELL ME...IT WAS A MISTAKE, AND HE'S ALL RIGHT AND--

I CAN'T--

SPIDER-MAN: THE OTHER-EVOLVE OR DIE PART EIGHT:

AFTERMATH

--HE'S GONE, AUNT MAY. HE'S GONE.

HE'S... GONE.

BUT THIS ISN'T...THIS ISN'T THE WAY IT'S SUPPOSED TO *HAPPEN*...HE WAS SUPPOSED TO OUTLIVE ME, NOT...

IT'S NOT *RIGHT*...IT'S JUST...

...IT'S NOT RIGHT...

I KNOW...I KNOW...

AND THEN THERE ARE NO WORDS.

JUST THE SOBBING.

AND THE EMPTINESS.

UNTIL, FINALLY...

MAY...MAY, I...I HAVE TO GO, THEY...

...THEY NEED ME TO...WE HAVE TO TALK, TO FIGURE OUT WHAT TO DO, NOW THAT...

I HAVE TO GO.

I KNOW...

I'M SORRY...

WHERE...

"THERE'S...A ROOM UPSTAIRS...SOMEWHERE. TONY KEEPS IT FOR...

"...FOR TIMES LIKE THESE.

"I'LL BE BACK...AS SOON AS I CAN."

MJ...

I'M SO SORRY--

I KNOW--

IS SHE IN THERE?

YEAH... YEAH, SHE'S IN THERE.

I THOUGHT I MIGHT...I MEAN, IF YOU THINK IT WOULD DO ANY GOOD--

I THINK... IT WOULD BE GREAT IF YOU TALKED TO HER, STEVE. SHE RESPECTS YOU, AND I KNOW THAT PETER REALLY...

IT WOULD BE GREAT, THANK YOU.

I'M SORRY, MJ...I'M SO SORRY.

I KNOW...

AND SHE THINKS...

JUST KEEP MOVING...JUST KEEP PUTTING ONE FOOT IN FRONT OF THE OTHER...DO WHAT'S IN FRONT OF YOU AND MOVE ON TO THE NEXT THING...

DON'T THINK ABOUT IT... JUST DO IT.

JUST DO IT...

I KNOW THIS IS THE WORST POSSIBLE TIME, BUT THERE ARE SOME DECISIONS THAT HAVE TO BE MADE, AND MADE QUICKLY.

IS THIS ABOUT THE FUNERAL, TONY, OR--

NO. THOSE DECISIONS CAN WAIT. THESE CAN'T.

YOU SEE, SOME OF US WORK IN THE OPEN, AND SOME OF US WEAR MASKS, SO WHEN SOMETHING... HAPPENS...THERE ARE DIFFERENT... COMPLICATIONS.

FOR THOSE WHO WEAR THE MASKS, STEPS MUST BE TAKEN TO ENSURE THAT THEIR SECRET IS MAINTAINED EVEN AFTER THEY'RE... GONE...TO PROTECT THEIR FAMILIES FROM ENEMIES WHO MIGHT DECIDE TO STRIKE AT THEM AS A KIND OF CONSOLATION PRIZE.

THERE'S A WINDOW IN THE NEXT SEVERAL HOURS WHERE WE CAN MAKE CERTAIN... MODIFICATIONS... TO HIS...

...CONDITION...

...THAT WILL HELP US DISGUISE WHAT HAPPENED. I HAVE THE EQUIPMENT AND...

...I'VE DONE IT BEFORE.

CAN'T WE JUST SAY HE WAS IN A CAR ACCIDENT, OR--

I'M AFRAID NOT. THERE'S A DIFFERENCE BETWEEN WHAT HAPPENS TO A BODY WHEN IT HITS SOMETHING, AND WHEN SOMETHING HITS IT. THE TECHNICAL TERM FOR THIS IS *COUP CONTRA COUP*, FORCE AGAINST FORCE.

IN HIS CURRENT STATE, THERE WOULD BE NO QUESTION THAT PETER...

...THAT HE WAS BEATEN TO DEATH.

I'M SORRY...

I KNOW...

SO WHAT... WHAT ARE THE OPTIONS?

"THE SIMPLEST OPTION IS TO MAKE THE BODY DISAPPEAR... SAY THERE WAS A BOATING ACCIDENT OF SOME SORT.

"UNFORTUNATELY, IF THERE'S A LIFE INSURANCE POLICY, THEY OFTEN WON'T PAY UNLESS THERE'S PROOF OF DEATH.

"OPTION TWO IS A VARIATION OF OPTION ONE, WHERE WE MODIFY THE INJURIES TO LOOK AS THOUGH THEY WERE CAUSED BY A SHIP'S PROPELLOR. THIS PROVIDES A BODY BUT INTRODUCES THE RISK THAT SOME OF THE WOUNDS WILL BE SUFFICIENTLY AMBIGUOUS TO TRIGGER A MORE FORMAL AUTOPSY.

"OPTION THREE IS A FIRE OF SUFFICIENT HEAT TO BURN AWAY ANY DEFENSIVE WOUNDS ON THE SKIN. WE'D HAVE TO ARRANGE FOR SOME DEBRIS TO CRUSH PARTS OF THE BODY IN ORDER TO JUSTIFY THE SHATTERED BONES.

"CREATING CIRCUMSTANCES TO EXPLAIN THE EYE INJURY WILL BE MORE DIFFICULT TO ACCOMPLISH, BUT I'M SURE WE'LL FIGURE OUT SOMETHING."

OGOD...

--HUCCCH--

--HUNH-
HUNH--

--HUCCCCHHHHHH--

HI, LISTEN, I HEARD WHAT HAPPENED AND I JUST WANTED TO--

NO...

...I DON'T WANT TO HEAR *ANYTHING* FROM YOU, *UNDERSTAND?* AFTER ALL THE THINGS YOU SAID ABOUT *HIM*, ABOUT *ME*, THERE'S *NOTHING* THAT YOU CAN SAY THAT I WANT TO HEAR!

NOTHING!

I JUST WANTED TO SAY... NOW THAT HE'S...THAT IS, IF YOU WANTED TO GO OUT SOMETIME--

YOU BASTARD!

STAY AWAY FROM ME OR I'LL KILL YOU. I SWEAR, I'LL FIND A WAY AND I'LL KILL YOU!

YOU **KNOW** WHAT SHE'S GOING THROUGH, YOU **KNOW** WHAT SHE'S FEELING. WHY ON EARTH WOULD YOU--

THAT'S JUST IT, JARV. I **DO** KNOW.

SHE'S IN PAIN. SHE NEEDS SOMETHING TO STRIKE OUT AT, SOMETHING TO HELP HER MOVE FROM GRIEF TO RAGE.

BECAUSE RAGE KEEPS YOU MOVING. ALL GRIEF DOES IS MAKE YOU WANT TO DIE RIGHT ALONGSIDE THE PERSON YOU LOST. RAGE GIVES YOU A REASON TO LIVE.

SHE NEEDED SOMETHING, SOMEONE TO HIT. SO I GAVE IT TO HER.

SEEMED LIKE THE LEAST I COULD DO.

AND IF SHE HATES ME...WELL, IT'S NOT LIKE SHE'S GONNA BE HANGING AROUND ANYMORE NOW THAT HE'S GONE.

LET HER STAY UP NIGHTS TRYING TO FIGURE OUT HOW TO HURT ME...

...IT'LL GIVE HER SOMETHING TO LIVE FOR.

MAYBE THAT'S CRUEL.

BUT IT'S ALWAYS WORKED FOR ME.

MJ? ARE YOU--

I'M...I'M FINE, TONY, I JUST--

I'M FINE.

AND I'VE MADE MY DECISION.

I LOVE PETER TOO MUCH TO LET HIS DEATH BE JUST SOME KIND OF STUPID ACCIDENT. HE WAS A HERO. HE WAS MY HERO. AND THAT'S HOW I WANT EVERYONE TO REMEMBER HIM.

WE WERE WALKING DOWN A STREET WHEN FIVE GUYS CAME OUT AT US. THEY TRIED TO GRAB ME. PETER JUMPED AT THEM AND--

--AND HE TOLD ME TO RUN, TO GET HELP. BUT I COULDN'T FIND ANYONE, AND BY THE TIME I GOT BACK--

--HE WAS GONE.

SO DON'T... DO...ANYTHING ELSE TO HIM, HE'S SUFFERED ENOUGH. I'LL MAKE THE CALL WHENEVER YOU WANT, AND...AND SINCE HE WENT MISSING, TIME CAN PASS, AND THAT'LL HELP TO EXPLAIN...

...THE RIGOR MORTIS, BECAUSE BY THEN, HE'LL BE--

THAT'LL BE FINE, MARY JANE, I--

--I MEAN, IT'LL EXPLAIN A LOT OF...A LOT OF...

THE MASK WASN'T THE HERO, TONY. PETER WAS THE HERO *BEFORE* THE MASK AND *UNDER* THE MASK.

I WANT EVERYONE TO *KNOW* THAT: HIS FRIENDS, STRANGERS, EVEN THE PEOPLE WHO NEVER LIKED HIM.

ESPECIALLY THEM.

CAN YOU DO THAT, TONY?

YEAH...YEAH, WE CAN DO THAT, MJ.

I'LL SET IT UP FOR TOMORROW, TO SEPARATE IT FROM WHAT HAPPENED TODAY. I'LL LET YOU KNOW WHEN WE'RE READY FOR YOU.

GOOD... THANK YOU. BUT NOW I...I REALLY HAVE TO GO, TONY.

"BECAUSE IF YOU DON'T NEED ME ANYMORE, THERE'S SOMEONE ELSE WHO DOES."

YOU'RE UP LATE.

JESSICA... YEAH, I JUST...I COULDN'T SLEEP. TO TELL YOU THE TRUTH, I DON'T THINK I'LL EVER SLEEP AGAIN.

YOU WILL. IN TIME. MAYBE NOT TOMORROW, OR THE DAY AFTER, BUT... IN TIME.

HOW'S MAY HOLDING UP?

NOT GOOD. I MEAN...SHE'S SHATTERED. TONY GAVE HER SOMETHING TO HELP HER REST, GIVE HER HEART A BREAK FROM THE STRESS, OTHERWISE...

NO...I DON'T EVEN WANT TO *THINK* ABOUT LOSING BOTH OF THEM.

YOU WON'T. SHE'S STRONG. I'VE NEVER *SEEN* A FAMILY AS STRONG AS YOURS.

IT'S STRANGE, WHEN PETER WAS...GOING DOWN... IT WAS AS IF I COULD *FEEL* IT. I KNOW THAT OUR POWERS HAVE SIMILAR ROOTS, WE'RE BOTH BASED ON THE SPIDER, BUT I NEVER FELT THAT...*CONNECTED* BEFORE. IT WAS LIKE--

I DON'T KNOW, I CAN'T DESCRIBE IT.

I CAN'T IMAGINE WHAT YOU'RE GOING THROUGH.

THERE JUST... THERE AREN'T ANY WORDS. EVERY FEW MINUTES, I'LL THINK OF SOMETHING AND I'LL TURN TO TALK TO HIM...AND I HAVE TO REMIND MYSELF THAT HE'S NOT HERE ANYMORE.

TONY SAYS THAT'LL STOP AFTER A WHILE, BUT...I'M NOT SURE I *WANT* IT TO STOP...

"...BECAUSE THEN HE REALLY *WILL* BE GONE."

CRASH

CLICK!

WHOOOOP! WHOOOOP! WHOOOOP! WHOOOOP!

WHAT'S--

IT'S THE INTRUDER ALERT!

WHERE'S IT COMING FROM?

LAB SIX!

BUT THAT'S WHERE...

...PETER!

TONY, WHAT'S GOING ON, WE--

MJ...YOU SHOULDN'T BE HERE.

WHAT HAPPENED?

JUST TURN AROUND AND--

LEAVE ME ALONE! I WANT TO SEE HIM! I WANT TO--

MJ, NO!

...OH MY GOD... OH, NO...NO, NO...

NO... NO...

MJ--

IT'S OKAY, I'VE GOT HER.

JESSICA, GET HER TO THE LIVING QUARTERS, MAKE SURE SHE'S OKAY AND MAKE *DOUBLY* SURE SHE DOESN'T COME BACK HERE.

CONSIDER IT DONE.

I CHECKED ON MAY, MADE SURE SHE WAS ALL RIGHT. WHAT HAPPENED...

...HERE...?

WHAT KIND OF SICK...WHO'D *DO* SOMETHING LIKE THIS? AND HOW'D THEY *FIND* HIM?

I DON'T KNOW...

...I DON'T KNOW *WHO* IT WAS, OR *HOW* THEY GOT IN HERE, OR *WHY* THEY DID THIS...DESECRATION... BUT *WHOEVER* IT WAS, WE'RE GOING TO *FIND* THEM.

AND GOD HELP THEM WHEN WE DO.

STEVE, WE--

--WHAT IS IT? DO YOU HAVE SOMETHING?

MAYBE, BUT--

WHAT'VE YOU GOT?

THE WINDOW'S COMPLETELY SHATTERED, BUT THERE'S NOT MUCH GLASS ON THE FLOOR. MOST OF IT SEEMS TO HAVE FALLEN OUTSIDE.

YEAH, SO?

SO IT MEANS THE WINDOW WASN'T BROKEN BY SOMEBODY TRYING TO GET *IN*...IT WAS SHATTERED BY SOMEBODY TRYING TO GET *OUT*.

LUKE...CHECK EVERY WAY IN AND OUT OF HERE, SEE IF ANY OF THE DOORS HAVE BEEN RIGGED.

GOT IT.

I'LL RUN THE SECURITY CAMERAS, SEE IF THEY PICKED UP ANYTHING.

STEVE...THE SECURITY SYSTEM I PUT IN HERE IS DAMN NEAR FOOLPROOF. SO EITHER SOMEONE'S VERY SMART AND VERY DANGEROUS, OR--

OR...?

"THERE ARE A LOT OF THINGS PEOPLE DON'T KNOW ABOUT SPIDERS..."

...FOR INSTANCE, THAT THEY CAN BE FOUND IN WET, ROCKY ENVIRONMENTS LIKE THIS. WE TEND TO THINK OF THEM AS INDOOR CREATURES, OR LIVING IN WOODS, OR DIRT, OR--

MRS. ROSEN, BILLY TOOK MY JAR!

THERE'S PLENTY FOR EVERYONE, TIFFANY. EVERYONE, KEEP LOOKING FOR SAMPLES OF BEACH LIFE TO BRING BACK TO CLASS.

AS I WAS SAYING...WOLF, KATIPO, REDBACK AND RECLUSE SPIDERS SOMETIMES BUILD NESTS IN SAND OR UNDER STONES TO CATCH ANTS AND OTHER SAND-DWELLING INSECTS.

THEY ALSO LAY THEIR EGG SACS BENEATH OLD WOODEN BOARDS AND ROCK SHELVES.

NOW, WHAT YOU HAVE HERE IS VERY INTERESTING INDEED, BECAUSE SOMETHING ***ELSE*** NOT GENERALLY KNOWN ABOUT SPIDERS IS THAT SOME OF THEM-- SUCH AS THE RECLUSE AND THE ORBWEAVER SPIDERS-- CAN ACTUALLY SHED THEIR SKIN.

WHILE SOME SHED THEIR SKIN ANNUALLY, LEAVING BEHIND AN EMPTY HUSK, MOST SHED THEIR SKIN JUST ONCE IN A LIFETIME, USUALLY UNDER CONDITIONS OF--

MRS. ROSEN...?

YES, DAVIN?

I CAN'T ***FIND*** ANYTHING... ALL THE ***OTHER*** KIDS HAVE FOUND STUFF BUT I ***CAN'T***...I ***HATE*** THIS...

NOW, DAVIN, A BEACH LIKE THIS IS ***TEEMING*** WITH LIFE. IF YOU HAVEN'T FOUND ANYTHING, IT'S BECAUSE YOU'RE NOT LOOKING IN THE RIGHT ***PLACES.***

DARK, MOIST AREAS LIKE YOU'D FIND UNDER THAT BRIDGE, FOR INSTANCE, ARE THE *PERFECT* BREEDING GROUNDS FOR LIFE. SO WHY DON'T YOU CHECK THAT OUT?

OKAY...

BUT DON'T GO TOO FAR, STAY WHERE I CAN SEE YOU.

ALL RIGHT...

LOOK! LOOK! I FOUND A SEA-WORM!

THAT'S NOT A SEA-WORM, MIKE, THAT'S A SHOELACE.

NUH-UH! SEE? IT'S GOT EYES!

THOSE AREN'T EYES, MIKE, THAT'S MOLD....

AH-HAH!

GOTCHA!

SQUISH!

COOL, IT'S--

HUH?

AAGHH!

DAVIN? WHAT IS IT? ARE YOU OKAY?

HE'S JUST A SCAREDY-CAT, THAT'S ALL! SCAREDY-CAT, SCAREDY-CAT!

DID YOU SEE SOMETHING?

I...I THOUGHT I SAW...

SCAREDY-CAT... WHAT WAS IT, A MONSTER?

NOTHING...IT WAS NOTHING, OKAY?

ALL RIGHT, THEN, WE'RE DONE FOR NOW, EVERYBODY BACK ON THE BUS. NEXT STOP, THE ZOO!

YAAAY!

AS FOR YOU, MIKE, STOP TEASING DAVIN, AND REMEMBER...
...THERE ARE NO SUCH THINGS AS MONSTERS.

AMAZING SPIDER-MAN #527

"SPIDER-MAN: THE OTHER — EVOLVE OR DIE, PART NINE: EVOLUTION"

ANY SIGN OF HIM?

NEGATIVE. GOING UP 48TH STREET FOR ANOTHER PASS.

COPY THAT.

HE SAID HE'S COMING AROUND FOR ANOTHER SWEEP.

STEVE, A GUY CAN'T GO LEAPING OUT OF A TWENTY-STORY WINDOW WITHOUT *SOME*BODY SEEING HIM.

WE DON'T KNOW WHAT IT WAS, LUKE. WHATEVER WAS IN THAT ROOM WITH PETER'S BODY...

IT COULD HAVE BEEN...IT COULD BE... ANYTHING.

WHAT IF...WHAT IF IT WAS PETER? WHAT IF--

MARY JANE, PETER'S...

PETER'S DEAD, MJ. YOU HAVE TO ACCEPT THAT.

DO I?

DO YOU KNOW HOW MANY TIMES HE'S BEEN PRESUMED DEAD? UNDER-ESTIMATED?

BURIED...?

HIS BODY IS IN THE OTHER ROOM, MJ.

IS IT...?

"WHATEVER *HAPPENED* TO PETER...

"...WHATEVER *IS* OR IS *NOT* IN THAT ROOM...

"...IT'S JUST A SHELL. WHAT I LOVED IN PETER WAS WHAT WAS *INSIDE*.

"AND *NOTHING* CAN KILL THAT.

"NOTHING..."

WAKE UP.

"WAKE UP."

AAAAGH!

IT BIT ME!

WHAT'S WRONG, PETER?

THE SPIDER! IT BIT ME!

DID YOU SEE WHERE THE SPIDER WENT?

OVER THERE!

BE CAREFUL...BE *CAREFUL!* DON'T LET HIM GET NEAR YOU!

HE'LL KILL YOU! HE KILLS *EVERYONE* WHO GETS CLOSE TO HIM!

EVERYONE!

LOOK OUT! STOP HIM!

SORRY, PAL, THAT'S YOUR JOB, I'M THROUGH BEING PUSHED AROUND... BY ANYONE.

FROM NOW ON, I JUST LOOK OUT FOR NUMBER ONE.

GOOD NIGHT, UNCLE BEN.

GOOD NIGHT, PETER.

GOOD-BYE.

SPLAT!

HUCCHHHH... HUCCCHHHH...

LITTLE SPIDER...

...LITTLE MAN...

...DOESN'T UNDERSTAND.

NEVER UNDERSTOOD.

WHAT YOU WERE.

WHAT YOU ARE.

WHAT YOU ARE BECOMING.

YOU WERE BITTEN. THE VENOM WAS INSIDE YOU.

THE SPIDER... WAS INSIDE YOU.

BUT YOU COULDN'T FACE THAT...COULDN'T ACCEPT THAT...

AND WHAT DO WE DO WITH THOSE PARTS OF US WE CANNOT FACE, CANNOT ACCEPT?

WE TAKE THAT WHICH IS *INSIDE*... AND MOVE IT *OUTSIDE*... BECAUSE THEN IT IS *SAFE*.

I NEED SOME KIND OF COSTUME... SOMETHING THAT CAN STOP PEOPLE FROM SEEING MY FACE...

YOU COULD HAVE *CHOSEN* TO *CONCEAL* THE *SOURCE* OF YOUR *POWER*...AS MANY *DO*. ONLY *YOU* KNEW THE TRUTH.

YOU COULD HAVE CHOSEN A *THOUSAND* DIFFERENT NAMES...ALLOWING *THAT* NAME AND *THAT* FACE TO PROTECT THE *SECRET* OF WHAT YOU WERE *INSIDE*.

BUT YOU CHOSE OTHERWISE.

PERFECT. THAT'S *JUST* THE LOOK I WANT.

WHAT DO YOU THINK?

THE *QUESTION*... IS *WHY*?

YOU DID IT...BECAUSE IT PUT THE SPIDER *OUTSIDE* YOU. THE *SPIDER*...WAS JUST...A PIECE OF *CLOTH*.

AN EMPTY HUSK, FROM WHICH YOU COULD EMERGE HUMAN, *NORMAL*, AS THOUGH THE *SPIDER* WAS NOT STILL INSIDE YOU.

PUTTING IT *ON*...MEANT THAT YOU COULD TAKE IT *OFF*.

BUT NOW... THE *SPIDER*... HAS TAKEN *YOU* OFF.

YOU ARE A FOOL.

YOU *CREATED* THE *GIFT* THAT YOU HAD BEEN *GIVEN* AS THOUGH IT WERE A *TOY*.

YOU DID NOT *LOOK* TOO *DEEPLY* INTO WHAT YOU HAD *BECOME* OR WHAT YOU COULD *DO*.

YOU COMMITTED THE *CRIME*...OF *SUPERFICIALITY*.

STRENGTH. SENSES. AGILITY. ADHESION. THE WEB.

THESE WERE THE SIMPLEST TOOLS WHICH YOU HAD BEEN GIVEN. THE ONES A *CHILD* WOULD FIND *EXCITING*...

...AND *STOP* BEFORE ANYTHING *MORE* EXCITING BUT ALSO MORE *DISTURBING* WAS DISCOVERED.

"THE *CHILD* NEVER *ASKED*... AND THE MAN NEVER *RETURNED* TO THE QUESTION--

"--WHAT *HAPPENS* WHEN YOU *MERGE* A *MAN*...WITH A *SPIDER*?

"ONLY AT THE *END* DID THE *ANSWER* TO THAT QUESTION... BECOME *APPARENT*."

YOU... WERE *DEAD*.

THE *SPIDER*... WAS *NOT*. THE *SPIDER*... *REFUSED* TO DIE.

"AND SO THE *SPIDER*...*FED*.

"IT *TOOK* FROM THE ONE...WHAT IT TRIED TO TAKE FROM THE *SPIDER*.

"AND THE SPIDER SLEPT...AND DREAMT... OF BEING A MAN..."

...AS THE MAN SLEPT...AND DREAMT...OF BEING A SPIDER...

"UNTIL AT LAST...THE SPIDER...AWOKE.

"AWOKE...TO BE REBORN...BUT THE QUESTION REMAINS..."

REBORN... AS WHAT?

AND PERHAPS JUST AS IMPORTANT...

...WHY?

WHAT *EMERGES* FROM THE HEALING...MAY BE MORE *MAN* THAN *SPIDER*...

"...OR MORE *SPIDER* THAN *MAN*.

"BECAUSE WHAT IS SUPPRESSED FOR TOO LONG...MUST SOONER OR LATER BECOME APPARENT... FOR *ALL* TO SEE.

"AND *SEEN*...WITH A *VENGEANCE*."

ONCE IN ITS *LIFE*...A *SPIDER* MAY SHED ITS *SKIN*... SHED ITS *PAST*...AND BEGIN ANEW.

EVERY WOUND, HEALED. EVERY INJURY, REPAIRED. EVERY MUSCLE, RENEWED. A LIFETIME OF PAIN... CLEANSED.

THIS...IS THE *SECOND* GIFT OF THE SPIDER.

ACCEPT US. ACCEPT WHO *WE* ARE. ACCEPT WHO *YOU* ARE.

THE MAN WHO DREAMED OF BEING A SPIDER... AND THE SPIDER WHO DREAMED OF BEING A MAN.

FIND WITHIN US THE GIFTS YOU DID NOT KNOW YOU POSSESSED...THE STRENGTHS YOU WERE AFRAID TO CALL YOUR OWN.

BE THE MAN YOU ARE...BUT NOW, AT LAST...EMBRACE *THE OTHER*.

BUT *THIS* TIME...THE SPIDER MUST NOT BE DENIED.

WE...THE VOICE OF EVOLUTION, THE WEAVERS OF THE WEB OF TIME...THE VOICE OF HISTORY, SPEAKING THROUGH YOU...MUST NOT BE SUPPRESSED AGAIN.

EMBRACE US.

NNNGGGHH!

DO NOT STRUGGLE. THE PAIN YOU FEEL... IS THE AGONY--

"--OF BIRTH.

"BUT AS YOU GO, GIVEN
THIS LAST CHANCE,
REMEMBER ONE THING..."

ARE YOU SURE YOU'RE READY FOR THIS, AUNT MAY? I CAN TELL THEM TO--

NO, MARY JANE...IT'S BEEN LONG ENOUGH.

FIVE DAYS...

THERE'S NO POINT TO LOOKING ANYMORE.

I DON'T WANT TO LET PETER GO, MARY JANE. I FEEL AS IF...IF I LET GO, I'LL JUST FALL... FOREVER.

BUT THEN I REMEMBER... THAT I HAVE YOU TO LOOK AFTER NOW. TO TAKE CARE OF.

JUST AS I LOOKED AFTER PETER...AFTER BEN WAS GONE...AND I THOUGHT MY WORLD WOULD END.

PETER GAVE ME A REASON TO LIVE. AND HE STILL DOES... BECAUSE YOU ARE IN MY LIFE, AND I AM IN YOURS.

I HOLD ONTO THAT EVERY DAY, MARY JANE. AND SO SHOULD YOU.

WE'RE... WE'RE READY. READY TO LET GO OF--

--THE BODY.

DO WHATEVER YOU HAVE TO WITH IT.

MARY JANE... MAY...I KNOW THIS HAS BEEN HARD FOR YOU, BUT I WANT YOU TO KNOW THAT ALL OF US...*ALL* OF US...WILL BE THERE IF YOU NEED US. AND YOU'RE WELCOME TO STAY FOR AS LONG AS--

DING!

--AS--

WHO...?

LOGAN? LOGAN, IS THAT--

...YOU?

OHGOD... OHGOD... OHGOD...

PETER...!

MJ... MAY... I'LL NEVER LEAVE YOU AGAIN.

NEVER.

NEVER.

NEVER.

"THERE ARE SOME THINGS YOU HOPE FOR, BUT YOU NEVER DARE SPEAK OUT LOUD..."

...WHEN TONY AND I SAW WHAT HAPPENED, AND REALIZED THAT THE WINDOW HAD BEEN BROKEN FROM THE INSIDE-OUT, WE THOUGHT MAYBE--

--MAYBE THERE WAS SOME KIND OF REGENERATION PROCESS UNDERWAY, SINCE YOUR POWERS COME FROM A SPIDER, AND SPIDERS SHED THEIR SKIN ONCE IN A LIFETIME.

BUT WE DIDN'T...COULDN'T... SAY ANYTHING, IN CASE WE WERE WRONG, BECAUSE IF WE WERE...I DON'T KNOW IF THERE'S A WORD FOR SOMETHING THAT CRUEL.

I KNOW, I KNOW...

YOU DID THE RIGHT THING, STEVEN.

HEY.

HEY.

I MISSED YOU. I MISSED YOU SO MUCH.

I KNOW. I'M SORRY.

IF YOU *EVER* DIE ON ME AGAIN...I'LL KILL YOU.

DEAL.

SO, PETER...

...WHEN WE THOUGHT YOU WERE...GONE...WE DISPOSED OF ANYTHING THAT MIGHT COMPROMISE EITHER MAY OR MJ.

THAT'S HIS FANCY WAY OF SAYING WE DITCHED ALL YOUR SPIDER-GUY OUTFITS.

ALMOST ALL OF THEM.

WE WERE SAVING ONE FOR... WELL, FOR THE MEMORIAL.

YOU CAN HAVE THAT ONE BACK NOW.

ANYWAY, SINCE IT WAS MY CALL, I THOUGHT I'D MAKE UP FOR IT.

SO WHEN YOU'RE READY, I THOUGHT I MIGHT HELP YOU WITH A BIT OF A REDESIGN. I HAVE SOME IDEAS THAT YOU MIGHT FIND INTERESTING. I--

BOSS, IT'S A GREAT IDEA, AND I APPRECIATE IT, AND I JUST MAY TAKE YOU UP ON THAT...

BUT WITH ALL DUE RESPECT--

"--I'M TAKING THE REST OF THE NIGHT OFF."

"THE MAN DIED. THE SPIDER WAS REBORN.

"I...WAS REBORN.

"BUT AS YOU GO, GIVEN THIS LAST CHANCE, REMEMBER ONE THING...

"SO THE QUESTION IS...ARE YOU *YOU*?

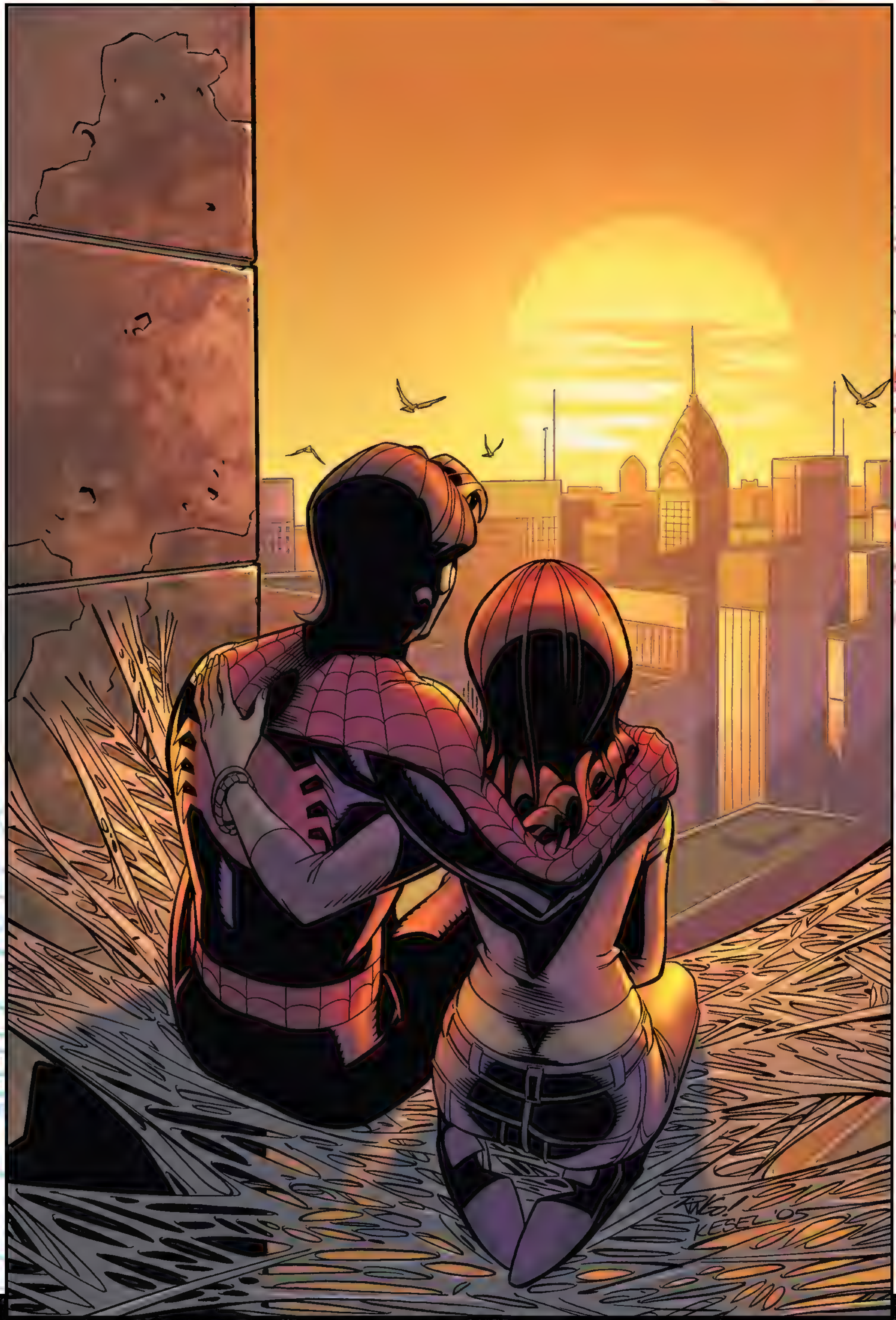
"OR ARE YOU *ME*?

"ARE YOU THE MAN WHO DREAMED OF BEING A SPIDER?

"OR THE SPIDER WHO DREAMED OF BEING A MAN?

"ARE YOU THE ONE...

"...OR ARE YOU THE OTHER?"



FRIENDLY NEIGHBORHOOD SPIDER-MAN #4

"SPIDER-MAN: THE OTHER — EVOLVE OR DIE, PART TEN: PIRATE BOOTY"

ARE YOU SURE ABOUT THESE TEST RESULTS?

TRIPLE-CHECKED THEM, MR. STARK.

I HAVE TO SAY, THIS IS IMPRESSIVE.

ANYTHING I SHOULD KNOW ABOUT, TONY? I MEAN...I ASSUME IT INVOLVES ME.

A SAFE ASSUMPTION.

REMEMBER THAT LINE FROM THE FIRST INDY JONES MOVIE? WHEN HE TAKES OFF HIS SHIRT AND HE'S COVERED WITH SCARS AND BRUISES, AND HE SAYS...

"IT'S NOT THE YEARS, IT'S THE MILEAGE?"

EXACTLY, YES.

WELL, ACCORDING TO OUR PRELIMINARY RESULTS...

...YOUR ODOMETER'S BEEN RESET.

SHEDDING YOUR SKIN WAS JUST THE BEGINNING. THIS IS THE MOST SIGNIFICANT BUG-RELATED METAMORPHOSIS SINCE GREGOR SAMSA.

I'M TURNING INTO A *COCKROACH?*

OH, YOU *GOT* THE REFERENCE. *GOOD.* AND NO, NOT QUITE.

THE INTERIOR SCARRING FROM YOUR OLD DUODENAL ULCER IS GONE. SO IS THE BULLET WOUND YOU SUSTAINED FROM TRACER.

ABRASIONS GOING BACK YEARS HAVE VANISHED. OBVIOUSLY YOUR EYE GREW BACK, BUT SO DID THE TONSILS YANKED WHEN YOU WERE FOUR.

YOU KNOW WHAT THIS MEANS?

LOTS OF ICE CREAM IF THEY HAVE TO COME OUT AGAIN?

OH, BY THE WAY...

PIRATE BOOTY

...ARE WE ALMOST DONE? I'M GETTING KINDA CHILLY.

FINSTER, INCREASE THE THERMOSTAT FIVE DEGREES, WOULD YOU? MAKE OUR GUEST MORE COMFORTABLE.

THAT WOULD BE "NO," THEN, HUH?

WE'RE JUST TRYING TO BE THOROUGH. OH, AND FINSTER...SCHEDULE THE SUBJECT'S COLONOSCOPY, WOULD YOU?

MY *WHAT* NOW?

KIDDING.

YOU'RE A *RIOT*, STARK.

HEY, TONY.

HANK! REED! GLAD YOU COULD MAKE IT.

YEAH, GUYS, PULL UP A CHAIR, THE SUPERBOWL'S ABOUT TO COME ON. DID YOU REMEMBER THE NACHOS?

I SEE THIS "REGENERATION" YOU DESCRIBED DIDN'T IMPROVE HIS SENSE OF HUMOR.

APPARENTLY NOT.

HOW DO YOU *FEEL*, SPIDER-MAN?

LIKE A DA VINCI PICTURE.

WELL, NOT THE *MONA LISA*, OBVIOUSLY.

AH. THE VITRUVIAN MAN.

SAY... VITRUVIAN MAN HAS EIGHT LIMBS.

MAYBE THIS VITRUVIAN GUY HAD HIS *OWN* SPIDER-THING GOING FOR HIM.

DOUBTFUL. IT WAS AN ANATOMY STUDY BASED ON THE WRITINGS OF MARCUS VITRUVIUS, A ROMAN ARCHITECT. HENCE "VITRUVIAN."

HAVE YOU RUN CELLULAR COMPARISONS TO THE ORIGINAL SKIN?

I HAVE PEOPLE WORKING ON THAT NOW, TAKING SAMPLES FROM ALL OVER.

SO VITRUVIUS WAS AN ARCHITECT. SO ARE SPIDERS. MAYBE...

I THINK YOU'RE REACHING A BIT, SON. SPIDERS AREN'T ARCHITECTS.

OH YEAH?

"YOU TRY BUILDING A WEB WITH NOTHING BUT WEBBING COMING OUT YOUR BACKSIDE.

"BY THE WAY, UH... I'M NOT, Y'KNOW... GOING TO BE, UHM..."

"EJECTING THREADS OUT YOUR POSTERIOR?"

"WELL... YEAH."

"NOT THAT ANY OF OUR TESTS HAVE DETERMINED, NO.

"THERE ARE SOME...ANOMALIES, TRUE. THEY'RE AMONG THE THINGS WE'RE INVESTIGATING.

"BUT NOTHING QUITE THAT RADICAL."

"GOOD. I'D HATE TO HAVE TO REDESIGN MY COSTUME TO INCLUDE A BUTT FLAP.

"FOR ONCE IN MY LIFE, I DON'T HAVE TO WORRY ABOUT WORST-CASE SCENARIOS."

ALL RIGHT, EUGENE...DO YOU MIND IF I CALL YOU THAT?

ALMOST NOBODY DOES, BUT, HEY...YOU'RE THE PRINCIPAL. KNOCK YOURSELF OUT.

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I HAVE TO SAY, YOU HAVE AN IMPRESSIVE BACKGROUND.

THANKS.

CONSIDERABLE ATHLETIC ACHIEVEMENT... SERVED IN THE ARMED FORCES...

WELL, I LOVE SPORTS AND MY COUNTRY, SO IT'S ALL GOOD.

BUT...

THERE'S A BUT?

...YOU'RE NOT AN ACCREDITED TEACHER. AND MY GREATER CONCERN IS...

...ACCORDING TO YOUR MEDICAL RECORDS, YOU WERE IN AN AUTO ACCIDENT THAT LEFT YOU IN A COMA--BRAIN DAMAGED.

OBVIOUSLY YOU'VE COME OUT OF THE COMA. BUT THIS ALLEGED "BRAIN DAMAGE" MIGHT HAVE...

MIGHT WHAT? MIGHT HAVE LEFT ME A PSYCHO OR A KID ABUSER OR SOMETHING?

TO BE HONEST... YES.

LOOK...I WON'T LIE TO YA. THERE'S WHOLE CHUNKS OF MY MEMORY GONE. PIECES OF MY LIFE ARE HOLES. *THAT'S* WHERE THE DAMAGE IS.

BUT I REMEMBER HOW TO TEACH KIDS TO ***SLAM-DUNK***...TO THROW A HANGING ***CURVE***...TO ***DEFEND*** THEMSELVES...

...WHICH, IN CASE YOU HAVEN'T LOOKED OUT YOUR WINDOW, THE KIDS IN THIS NEIGHBORHOOD COULD STAND TO LEARN.

NO ARGUMENT.

AND, BY THE WAY, NO OFFENSE, BUT LOOKING AT YOUR SCHOOL ATHLETIC TROPHIES...

...YOUR TEAMS HAVE DONE SQUAT FOR YEARS. I CAN TURN THAT AROUND.

MAKE SOME KIDS REAL HAPPY. PARENTS, TOO.

GIMME A SHOT AT HELPING MY OLD SCHOOL, IS ALL I'M ASKING.

VERY WELL. A SHOT IT IS, EUGENE.

PLEASE... FOR CRYIN' OUT LOUD...

...CALL ME *FLASH*. FLASH THOMPSON.

"FLASH" IT IS. AND YOU COME FROM ONE CONSCIENTIOUS GRADUATING CLASS, FLASH. ONE OF YOUR OLD CLASSMATES ALSO TEACHES HERE.

DO YOU REMEMBER PETER PARKER?

PUNY PARKER!? YOU'RE KIDDIN'!

I DON'T THINK I'VE SEEN HIM SINCE *HIGH SCHOOL!* BOY, *THIS'LL* BE A HOOT!

OH, HEY! LOGAN! I OWE YOU SOMETHING.

HUH?

WHAT, UH...WHAT'S *THAT* FOR?

PETER WAS DEAD, I WAS IN SHOCK, YOU MADE A PASS AT ME, AND I SMACKED YOU.

YEAAAHH...?

YOU KNEW I NEEDED TO GET ANGRY SO I COULD WORK *THROUGH* THE GRIEF. SO YOU MADE YOURSELF A TARGET. GAVE ME SOMETHING TO VENT AT.

YOU WERE DOING ME A FAVOR, AND I DIDN'T EVEN REALIZE IT. RIGHT?

PRETTY MUCH, YEAH. YOU MAD?

'COURSE NOT.

HOW'D YOU FIGURE IT OUT?

I REALIZED YOU WOULD NEVER *REALLY* HAVE HIT ON ME SINCE YOU MUST KNOW, DEEP DOWN, THAT I'D RATHER CUT OFF MY HEAD THAN *EVER* GO OUT WITH YOU.

WAIT...WAS THAT A COMPLIMENT OR A DIS?

AH. GOT IT.

THANKS AGAIN.

NOT A PROBL--

WHO CAN *TELL* WITH YOUNG PEOPLE THESE DAYS?

THIS IS EXCELLENT WORK SO FAR.

BUT WE'VE BARELY SCRATCHED THE SURFACE. THERE'S STILL SO MUCH WE DON'T KNOW.

PARTICULARLY WHEN IT COMES TO DETERMINING WHAT TRIGGERED THE TRANSFORMATION.

SOME SPIDERS CAN SHED THEIR SKIN ONCE IN A LIFETIME...BUT WHY NOW AT THIS PARTICULAR POINT?

WE'LL GET IT SORTED OUT, I'M SURE. WELL, I'M OUTTA HERE.

"OUTTA HERE?" PETER, THERE'S MUCH MORE WORK TO DO...

PLUS I WANTED TO GO OVER THOSE COSTUME REDESIGNS WITH YOU.

THEY CAN WAIT.

I'M NOT CERTAIN THEY CAN.

THERE'S STILL TOO MANY QUEST--

WHAT IN THE WORLD--?!

OOOOFFFF!!!!

PETER!

HOLY...

HOW ABOUT I PUT ON MY ARMOR AND YOU TAKE ANOTHER TRY AT THAT.

I'M SO SORRY! IT WAS...

IT WAS *COMPLETELY* INSTINCT.

THIS IS RELATED TO YOUR *SPIDER-SENSE*, YES?

RIGHT! USUALLY IT ONLY GOES OFF WHEN THERE'S DANGER.

THIS TIME, THOUGH, THE SUDDEN MOVEMENT ALONE MADE ME THINK I WAS UNDER ATTACK, AND MY BODY JUST...REACTED.

"YOU OKAY, TONY?" "HE HURT YOU, TONY?"

HOW DID YOU FEEL WHILE IN MOTION?

IT WAS LIKE...YOU KNOW HOW A BALLPLAYER HAS A HEAVY "DONUT" ON HIS BAT FOR HIS ON-DECK SWINGS, SO HE CAN SWING THE BAT FASTER WHEN HE'S UP?

IT'S LIKE MY WHOLE LIFE I'D BEEN WEIGHED DOWN BY METAL DONUTS, AND WAS FINALLY MOVING AT FULL SPEED.

A LITTLE *ATTENTION*, IS ALL I'M SAYING.

EXCUSE ME, GENTLEMEN...

...I BELIEVE IT'S TIME TO LET MY NEPHEW COME OUT AND *PLAY*.

MRS. PARKER, I'M AFRAID THERE ARE MORE TESTS...

WE'RE ONLY CONCERNED ABOUT HIS SAFETY...

PLUS, FROM A SCIENTIFIC STANDPOINT, THIS IS A RARE OPPORTUNITY TO--

ANTHONY. HENRY. DOCTOR RICHARDS.

LIFE IS PRECIOUS. PETER'S BEEN GIVEN A GIFT OF A SECOND LIFE.

DO ANY OF YOU THINK HE DOESN'T DESERVE SOME TIME TO GO OUT AND ENJOY IT?

WELL? *ANY* OF YOU?

NO.

NO, MA'AM.

BY THE WAY, THAT'S A *LOVELY* OUTFIT, MRS. PARKER.

GO PLAY, PETER.

YES, MA'AM.

...I'M GOING TO THANK THE ONE WHO WAS RESPONSIBLE FOR DETERMINING THE WHEN, WHERE AND WHY.

GOOD DAY.

AND *THANK* YOU, DOCTOR RICHARDS. ACTUALLY, I'M OFF TO CHURCH. WHILE YOU BOYS ARE BUSY DETERMINING *HOW* IT WAS THAT PETER CAME BACK TO LIFE...

WHY DOES SHE CALL *YOU* "DOCTOR"? *I'M* A DOCTOR, TOO...

OH, PLEASE.

SERIOUSLY, REED. "WHAT A LOVELY OUTFIT?" YOU SOUNDED LIKE EDDIE HASKELL.

I HAVE *NO* IDEA WHO THAT IS.

THIS IS TOO SLOW.

TOO SLOW? WHAT DO YOU MEA--

WHOAAHAAHHAAA!!

AND WHERE ARE YOU TWO OFF TO?

SOME FUN.

WHAT KIND...DARE I ASK?

PETER SAID HE WAS GOING TO GIVE ME A RIDE!

YEAH. I BET HE IS.

LUKE! GET YOUR MIND OUT OF THE GUTTER.

C'MON, JESS. DUDE SAID HE'S GOING TO GIVE HER A *RIDE*. WHAT ELSE COULD THEY *POSSIBLY* BE TALKING ABOUT EXCEPT, Y'KNOW, MAKIN'--

WHOOOPEEEEE!!

"MJ...THERE'S STUFF I THINK WE NEED TO TALK ABOUT."

"YEEEEEEHAHAHAHAAAA! THIS IS SOOOOO COOL!"

"I KNOW IT IS, HON'...BUT I FEEL LIKE WE'VE GOTTA CLEAR THE AIR, BEFORE WE GET WRAPPED UP IN OTHER THINGS."

"OKAY, OKAY..."

"I MEAN, BELIEVE ME...I KNOW HOW IT CAN BE. HOW THINGS CAN JUST, Y'KNOW...CRAWL INTO YOU, GET INSIDE YOU, AND BEFORE YOU KNOW IT...

"...THEY CAN JUST EAT AWAY AT YOU UNTIL THERE'S NOTHING LEFT."

IT'S JUST THAT...I THOUGHT YOU'D COME TO TERMS WITH ME DOING WHAT I DO...

...AND THE NEXT THING I KNEW, YOU WERE TALKING ABOUT ME WANTING TO DIE, AND SURVIVOR'S GUILT...AND LIKE YOU WEREN'T COOL WITH IT AT ALL.

I KNOW.

SO...SO WHICH *IS* IT?

A LITTLE OF BOTH.

AW, C'MON, MJ...

HEY, *YOU* C'MON! YOU WERE GIVING OFF THIS WHOLE "I'M GOING TO DIE" VIBE, AND I KINDA PICKED UP ON THAT, AND IT JUST SET ME THINKING, THAT'S ALL.

WHEN YOU GET DOWN TO IT... IT WAS MORE ABOUT ME THAN YOU.

I'M NOT FOLLOWING.

WELL, IT'S...

UH-OH.

I SEE IT.

DOWN THERE.

I KNOW, I'M ON IT. SO ANYWAY... MORE ABOUT YOU THAN ME.

IT'S JUST...IT WAS ONE THING WHEN YOU WERE OFF DOING YOUR SPIDER-MAN THING AND I HAD A LIFE OUTSIDE OF IT ALL. A HOUSE, FRIENDS, ALL THAT STUFF.

NOW WE'RE LIVING IN AVENGERS HQ, AND ALL MY FRIENDS ARE SUPERGUYS.

I FIGURED, TO THEM I'M "MRS. SPIDER-MAN." I'VE NO IDENTITY OF MY OWN ANYMORE. I FELT KIND OF PATHETIC. AND, WORSE... THIS IS GONNA SOUND TERRIBLE...

I THOUGHT, IF SOMETHING HAPPENED TO YOU...HOW COULD I SURVIVE IT? I'D LOSE MY HUSBAND...THE WORLD I WAS LIVING IN... EVERYTHING.

I'D BE LEFT WITH NOTHING. I'D *BE* NOTHING.

AND I FELT LOUSY THINKING THAT WAY, BUT I COULDN'T HELP IT.

IT'S OKAY...

IT'S *NOT* OKAY. YOU'VE *NO* IDEA WHAT IT'S LIKE, FEELING SELFISH WHILE BEING MARRIED TO THE MOST *UNSELFISH* GUY ON THE PLANET.

OKAY, YOU HAVE ME THERE.

ANYWAY...I WASN'T REALLY MAD AT YOU. I WAS MAD AT ME FOR BEING SCARED AND SELFISH.

I'M AN ACTRESS. I ACTED THAT WAY. TA-DAHHH.

SURE *FELT* LIKE YOU WERE MAD AT ME.

AND DO YOU STILL FEEL THAT WAY?

NO. NOT ANYMORE.

HOW COME?

BECAUSE YOU *DIED*, FOR HEAVEN'S SAKE.

YOU DIED, AND I LIVED MY GREATEST FEAR. AND YOU KNOW WHAT?

I WAS SURVIVING IT.

DON'T GET ME WRONG: YOUR COMING BACK WAS A MIRACLE THAT I WILL BE THANKFUL FOR TO THE END OF MY DAYS.

BUT IF YOU HADN'T...I REALIZE NOW THAT I WOULD HAVE MADE IT THROUGH.

WITH THE HELP OF THE GUYS WHO MADE ME FEEL LIKE MARY JANE AND NOT "MRS. SPIDER-MAN"...AND WITH MY OWN INNER STRENGTH...

I WOULD'VE BEEN THERE FOR AUNT MAY. AND FOR MYSELF. AND LIFE WOULD'VE GONE ON.

DON'T TAKE THIS WRONG, BUT... IN SOME WAYS, YOUR DYING WAS THE BEST THING THAT COULD HAVE HAPPENED TO ME.

I'M NOT SURE THERE'S A *RIGHT* WAY TO TAKE THAT.

YOU KNOW WHAT I MEAN.

HARDLY *EVER.*

COULD YOU BOTTOM-LINE IT FOR ME?

THE BOTTOM LINE IS: I LOVE YOU. I'M NEVER LEAVING YOU. I SUPPORT YOU. AND I'M PROUD TO BE YOUR FRIENDLY NEIGHBORHOOD SPIDER-WIFE. HOW'S THAT?

THAT'S...

ARRHHHHHHH!!

WHAT'D I SAY WRONG?!

I'M SORRY, WHATEVER IT WAS!!!!

PETER--!

PETER--!!!

...pumpkin... eater...had a... a wife...

ARE YOU OKAY?!?

JEEZ, DON'T TELL ME YOU'RE *DYING* AGAIN! BECAUSE THAT WOULD SUCK BEYOND--

NO... NO, IT'S OKAY...

EXCEPT...IT'S NOT OKAY. SOMETHING'S HAPPENING...BACK AT STARK TOWER...

WHAT *KIND* OF SOMETHING? AND HOW DO YOU *KNOW?*

A BIG SOMETHING. AND I KNOW BECAUSE...

...BECAUSE IT'S *SPIDER-*RELATED.

OKAY, *NOW* YOU'RE JUST FREAKING ME OUT.

YOU AND ME BOTH.

HOLY CRAP.

WOW...

...TALK ABOUT YOUR WEBSITES.

PETER...DO YOU THINK THIS COULD POSSIBLY HAVE *ANYTHING* TO DO WITH--

I MEAN... YOU HAVEN'T REALLY TOLD ME EXACTLY WHAT HAPPENED WHEN YOU WERE, Y'KNOW...

OUT OF IT?

YEAH.

LONG STORY SHORT: I EMBRACED THE SPIDER.

YEAH, WELL, IT LOOKS LIKE HE'S EMBRACING YOU BACK.

NO KIDDING. STAY DOWN HERE AND MAKE SURE AUNT MAY DOESN'T HEAD UP.

DON'T DIE!

NO CHANCE. BEEN THERE, DONE THAT.

TONY! STEVE!

SING OUT, LOUISE!

SPIDEY SENSE IS GOING NUTS!

WHATEVER'S TRIGGERING IT IS UP *THIS* WAY! JUST UP AHEA--

CRIPES! THIS IS THE PLACE THEY HAD MY OLD SKIN... MY OLD BODY... STASHED.

WHAT KIND OF SPIDERS ARE--?

WAIT...I KNOW THEM. I DON'T KNOW WHY I KNOW THEM, BUT I DO.

THEY'RE PIRATE SPIDERS... MIMETIDAE FAMILY, GENUS ERO...

ALSO CALLED CANNIBAL SPIDERS SINCE THEY FEED ON...

...OTHER... SPIDERS...

THEY... THEY ATE MY CORPSE!!!!

IT'S LIKE BEING TRAPPED IN A TROMA MOVIE!

GET AWAY! GET AWAY, YOU...

WHAT THE--?! IS THIS THAT GATEKEEPER CREATURE AGAIN...? THE ONE WHEN EZEKIEL...

NO. NO, THIS IS *DIFFERENT*. I CAN *SENSE* IT.

HOLY...?!

SHAK!

SHAK!

WHERE DID *THESE* COME FROM? WHAT'RE THEY... *STINGERS?*

SINCE WHEN DO *SPIDERS* HAVE *STINGERS??!?!*

WAIT...I THINK I...HAD A DREAM ABOUT THESE...WHEN...

Y'KNOW WHAT? I'LL SORT IT OUT LATER. RIGHT NOW...

GO WITH THE FLOW!!!!

HEY! COPYING MY MOVES! THAT'S CHEATING!

RIGHT. OF *COURSE* IT CHEATED. IT'S *PIRATES.*

GOTTA FIND A WAY TO CONTAIN IT, BEFORE IT'S--

--TOO LATE...

MARVEL KNIGHTS SPIDER-MAN #22

"SPIDER-MAN: THE OTHER — EVOLVE OR DIE, PART ELEVEN: DESTINY'S CHILD"

SPIDER-MAN: THE OTHER--EVOLVE OR DIE PART ELEVEN:

DESTINY'S CHILD

OKAY, LEMME GET THIS STRAIGHT:

I COME BACK FROM THE DEAD... A MILLION PIRATE-SPIDERS EAT MY REMAINS...

...TRANSFORM INTO A *COHESIVE CREATURE* THAT PUNCHES ITS WAY THROUGH A VIBRANIUM-REINFORCED WALL...

...AND--OH, BY THE WAY--APPARENTLY I'VE DEVELOPED A CASE OF LOGAN ENVY 'CAUSE A STINGER OR TALON OR SOMETHING POPPED OUT OF MY ARM.

FIGURES THAT COMING BACK FROM THE DEAD IS THE *LEAST* UNUSUAL THING TO HAPPEN TO ME THIS WEEK.

IT...SHE... WHATEVER...IS FAST...

...BUT WEB-SLINGING BEATS SPIDER-BOUNCING ANY DAY.
THWIP

HELLO? DO YOU TALK? DO YOU HAVE A NAME?
DO YOU LIKE PIÑA COLADAS?

OH, SWELL.
IT'S LIKE TRYING TO HOGTIE WET SAND.

LOOK, I'M NOT TRYING TO HURT YOU!

HURT... YOU...?

OKAY...YOU CAN TALK. I'M NOT SURE WHETHER TO BE RELIEVED OR EVEN MORE CREEPED OUT.

NOW...WHO OR WHAT ARE YOU? DO YOU EVEN KNOW?

EVEN... KNOW?

LOOK, IF YOU'RE JUST GONNA REPEAT--

REPEAT. YES.

YOU ARE...SO I AM.

ONE LIVES... OTHER MUST LIVE.

ONE DIES... OTHER MUST DIE...

ALL GOOD.

"ALL GOOD" MY FRIENDLY NEIGHBORHOOD SPIDER-BUTT! "ONE DIES?" SORRY, BEEN THERE, *DIED* THAT. BOUGHT THE--

--STINGERS?!

AGAIN? BUT SPIDERS DON'T HAVE STINGERS!

WHAK

NOT YET.

WHUD

BUT IN FUTURE?

SPIDERS EVOLVE...

...YOU EVOLVE.

MORLUN RETURNED FOR YOU. WAS HIS TIME TO *FEAST*. YOUR TIME TO *DIE*.

AND DIE YOU *DID*.

THE GREAT WEAVER SAID, NO. NOT YOUR TIME. BROUGHT YOU BACK.

BUT GREAT WEAVER *NOT* ALONE.

ANOTHER BECAME ANGRY. SAID THERE MUST BE A *COST*.

WHAT'RE YOU SAYING? THAT A COUPLE OF *DEMI-COSMIC ENTITIES* DIDN'T HAVE ANYTHING BETTER TO DO THAN ARGUE ABOUT WHETHER MY NUMBER WAS UP?

YES. EXACTLY. YOUR NUMBER... *WAS* UP. AND I AM...*OPPOSITE* NUMBER.

SMAASH

YOU DEFINE ME. I DEFINE YOU.

WHAT YOU ARE, I AM NOT. WHAT YOU ARE NOT, I AM.

AS YOU EVOLVE...I EVOLVE.

EVOLVE OR DIE.

WHOA!

SOMEONE CALL AN EXTERMINATOR!

TAKE IT EASY, FOLKS! EVERYTHING'S UNDER CONTROL!

AND, UH... JUST SO YOU KNOW, THOSE LITTLE GUYS WEREN'T WITH ME.

AVENGERS TOWER...

LU-CY, I'M HOOOOME!

UHM. A LITTLE LEVITY SEEMED APPROPRIATE.

SO, WHAT THE HECK WAS *THAT* ALL ABOUT?

WE WERE GOING TO ASK *YOU* THE SAME THING.

MASTER STARK, MAY I SUGGEST WE CALL YOUR CLEANING SERVICE?

ABSOLUTELY, JARVIS.

I'LL HELP YOU CLEAN UP, JARVIS.

THANK YOU, SIR. BUT I THINK YOU'VE "HELPED" QUITE ENOUGH...

LATER...

...I SENT RICHARDS SOME SAMPLES OF WEBBING AND COCOON. MAYBE HE'LL BE ABLE TO GIVE US SOME INSIGHT. BUT UNTIL WE KNOW WHAT IS GOING ON FOR SURE, I'M GOING TO INSIST YOU STAY PUT.

"STAY PUT." WAITAMINUTE, TONY. I MEAN, I'M AS CONFUSED AS YOU ARE ABOUT WHAT'S HAPPENED THIS LAST WEEK--

--OH, WHATEVER. YOU WOULDN'T BELIEVE IT ANYWAY.

WE'RE **NOT** BLAMING YOU, PETER. WE'RE JUST TRYING TO FIGURE OUT WHAT JUST WENT ON HERE TODAY. OUR SECURITY CAMERA CAPTURED THE ACTION, BUT WE STILL DON'T HAVE THE FULL PICTURE. UNTIL THEN, WE'RE GOING TO HAVE TO--

I KNOW, I KNOW. MORE TESTS.

I HAVE TO AGREE WITH TONY.

BIG SURPRISE.

NOK NOK

COME IN.

UH... LOGAN? WHAT'S UP?

FOR ONE, I CAN'T WALK AROUND BAREFOOT WITHOUT MY FEET STICKING TO THE FLOOR. HAVE TO WEAR SOCKS. AND YOU OWE ME SOME MONEY FOR DRY CLEANING.

THAT'S WHAT YOU CAME TO TELL ME?

YEAH, AND TO SEE HOW YOU WERE DOING.

REALLY...?

NOTHING PERSONAL, PETE. BUT SOMETHING DOESN'T SMELL RIGHT.

I WAS ABOUT TO TAKE A SHOWER.

YOU KNOW WHAT I MEAN. SOMETHING'S CHANGED IN YOU.

MEANING....?

HEY, GUYS. WHAT'S GOING ON?

MEANING... THIS WHOLE THING, IT *AIN'T* OVER.

CUTE SOCKS.

THANKS.

WHAT WAS LOGAN TALKING ABOUT, TIGER?

NOTHING. JUST BEING LOGAN, I GUESS.

THEN WHY SO GLUM?

WHAT'S ***HAPPENED*** TO ME, MJ? NONE OF THIS MAKES ANY SENSE.

YOU'VE BEEN THROUGH A LOT, PETER. COME, SIT DOWN.

I'VE GONE THROUGH THIS IN MY HEAD SO MANY TIMES.

I REMEMBER FIGHTING MORLUN... THINKING I WAS GOING TO BEAT HIM...FEELING THE RUG PULLED OUT FROM UNDER ME...

"I WAS ON THE GROUND LOOKING UP. AND MORLUN WAS HITTING ME AGAIN AND AGAIN AND AGAIN. I THOUGHT IT WOULD NEVER END...

"BUT IT *DID*. AND ALL I COULD SEE WAS THIS BRILLIANT LIGHT. AND EVERYTHING WENT SILENT AND THEN I *KNEW*...

"I KNEW WHAT IT WAS LIKE TO BE DEAD..."

...YET HERE I AM.

IT JUST DOESN'T FEEL RIGHT. I SHOULD BE DEAD, MJ. I SHOULDN'T BE HERE NOW.

BUT YOU *ARE* HERE, PETER. THANK GOD.

THAT CREATURE SAID SOMETHING. SOMETHING THAT TIES INTO ALL OF THIS.

"EVOLVE OR DIE."

WHAT DOES IT MEAN?

PETER, WHEN YOU WERE IN THE HOSPITAL, DO YOU REMEMBER *ANYTHING?*

NO. JUST IMAGES. FLASHES, REALLY. NOTHING CONCRETE. WHY?

WHY DO YOU ASK?

IT'S NOT IMPORTANT. WE'LL TALK ABOUT IT ANOTHER TIME.

YOU SURE?

I'M SURE.

"ANOTHER TIME, PETER.

"ANOTHER TIME."

EVERYTHING'S GOING TO BE FINE, BABY. YOU LOOK TIRED. GET SOME REST, OKAY?

LATER. THE SANCTUM OF DR. STEPHEN STRANGE...

DOC, I DROP BY HERE SO OFTEN I SHOULD JUST CALL MYSELF A PATIENT.

I DON'T THINK "SORCERER SUPREMES" ARE COVERED BY HMO'S.

SO WHAT DOES YOUR MAGIC EIGHT BALL SAY NOW: "TRY AGAIN LATER"?

HEH. IT'S SUCH A PLEASURE TO STILL HAVE YOU AMONG THE LIVING THAT I EVEN ENJOY YOUR ATTEMPTS AT HUMOR.

WOW, THAT IS THE NICEST INSULT *EVER*. SO WHAT DO YOU SEE?

SOMETHING VERY INTERESTING.

"INTERESTING?" SCARY WORD, DOC.

MY INTENTION IS NOT TO SCARE YOU, PETER. INDEED, I'M NOT CONVINCED THERE'S ANY REASON *TO* BE SCARED.

BASICALLY, PETER, YOU'RE IN THE CENTER OF A *WEB*...

A COSMIC WEB THAT YOU CAN'T FEEL PHYSICALLY, BUT THAT IS VERY REAL NONETHELESS.

AM I THE SPIDER? AM I THE MEAL? WHICH AM I?

THAT'S THE ODD PART.

DEPENDING ON YOUR PERSPECTIVE, WELL...

YOU COULD BE EITHER...

...OR BOTH.

"ONE ...OR THE OTHER."

EXCUSE ME...?

NOTHING.

SORRY I COULDN'T BE MORE CLEAR. THE COSMIC FORCES YOU DISTURBED WITH YOUR RETURN HAVE MADE A BIG UPROAR IN THE NETHERWORLDS. MAKES IT HARD TO READ.

DOES THAT MEAN *MORE* BAD GUYS AFTER ME?

IT MEANS THERE WILL BE A STRONG *CORRECTIVE* RESPONSE.

I THINK I MET HER.

ANY *MORE* GOOD NEWS?

WELL, YOU SEEM TO HAVE GOTTEN OVER THAT EYE-GOUGING THING JUST FINE.

THANKS, DOC.

LATER...

PETER?

AUNT MAY? HEY--WHAT ARE YOU DOING HERE?

BRINGING YOU SOMETHING HOT. YOU LOOKED SO COLD ON THAT SECURITY MONITOR.

YOU WERE WATCHING ME?

I'D WATCH YOU ALL THE TIME IF I COULD.

YOU KNOW, PETER, I MIGHT NOT BE CAPTAIN AMERICA, BUT YOU CAN ALWAYS CONFIDE IN ME. I'M HERE FOR YOU. I HOPE YOU KNOW THAT.

GIANTS

OF COURSE I DO.

THEN WHY DON'T YOU TELL ME WHAT'S GOING ON IN THAT HEAD OF YOURS?

I CAN'T EXPLAIN IT.

WHY DON'T YOU TRY.

I FEEL... I FEEL LIKE I'M CHEATING.

CHEATING? CHEATING WHO?

I DUNNO... GOD?

I SHOULDN'T BE HERE. I DIED. BUT HERE I AM.

I DON'T SEE IT LIKE THAT.

THE WAY I SEE IT, YOU'VE BEEN GIVEN A SECOND CHANCE.

BUT WHY? WHY ME?

WHY NOT YOU, PETER? I FIRMLY BELIEVE-- BELIEVE TO MY CORE-- THAT EVERYTHING HAPPENS FOR A REASON. OURS IS NOT TO QUESTION WHY.

I WISH IT WERE THAT EASY.

PETER, YOU CAN DISMISS THIS AS THE RAMBLINGS OF AN OLD WOMAN IF YOU WANT, BUT I'M GOING TO SAY IT ANYWAY.

YOU ARE ALIVE, PETER. AND THAT IS WHAT IS MOST IMPORTANT. ALL THAT MATTERS NOW... ...IS WHAT YOU ARE GOING TO DO FROM THIS DAY ON.

THIS IS A *BLESSING*, SON, NOT A CURSE. I KNOW YOU'RE NOT USED TO SEEING THINGS THAT WAY, BUT I HOPE YOU *WILL* THIS TIME.

YOU'VE BEEN GIVEN ANOTHER CHANCE AT LIFE. DON'T YOU SEE HOW WONDERFUL THIS IS? IF YOUR UNCLE BEN CAME BACK TODAY, I...

...I WOULD THANK MY LUCKY STARS.

YOU'VE *ALWAYS* BEEN SPECIAL. THIS JUST PROVES IT.

YOU'RE SOMETHING ELSE, AUNT MAY, YOU KNOW THAT?

NO, PETER. YOU ARE.

AND I HAVE EVERY FAITH THAT GREAT THINGS ARE IN STORE FOR YOU.

"EVERYTHING IN YOUR LIFE HAS BROUGHT YOU TO THIS POINT.

"WHATEVER WAITS FOR YOU...

"...AND I'M SURE IT'S BIG...

"... YOU'LL BE READY FOR IT."

AMAZING SPIDER-MAN #528

"SPIDER-MAN: THE OTHER — EVOLVE OR DIE, PART TWELVE: POST MORTEM"

DO YOU REMEMBER ANYTHING FROM THE MOMENT WHEN MORLUN ATTACKED YOU IN THE HOSPITAL AND YOU--

--DID UNTO HIM AS HE WOULD HAVE DONE UNTO YOU?

ANYTHING, PETER? ANYTHING AT ALL?

AIIIGGGHH!

JUST HIM SCREAMING. THAT'S ALL. IT'S AS IF--

--IT'S AS IF I *WAS* THERE, AND I *WASN'T* THERE, BOTH AT THE SAME TIME.

HMMM...

...HMM... HMMM... HMMMMMM...

OKAY, TONY, I'LL GIVE YOU ONE *HMMM* ON PRINCIPLE, TWO BECAUSE YOU'RE MY BOSS, BUT THREE IS PUSHING IT.

ACTUALLY, THAT WAS FOUR.

SWELL.

I'M DOOMED.

STOP BEING DRAMATIC. YOU'RE NOT DOOMED.
GOOD.
AS FAR AS I KNOW.
NOT HELPING.
CAN I GET UP NOW, OR DO I HAVE TO CHECK WITH IGOR FIRST?
YOU CAN GET UP. I APOLOGIZE FOR THE FREQUENT TESTS, BUT WHAT HAPPENED TO YOU WAS--
WEIRD? CREEPY? YUCKY?
--ANOMALOUS.
YEAH, YEAH, YOU WITH YOUR BIG CITY WAYS AND YOUR FANCY TALK...
I'VE SEEN PEOPLE COME BACK AFTER BEING NEAR DEATH, OR EVEN PAST WHAT I THOUGHT WAS THE POINT OF NO RETURN. BUT I'VE NEVER SEEN ANYONE COME BACK TO LIFE BY LITERALLY CRAWLING OUT OF HIS OWN DEAD SKIN.
I'M TELLING YOU, TONY, THE RIGHT SKIN LOTION MAKES ALL THE DIFFERENCE IN THE *WORLD.*
HAVE YOU NOTICED THAT THE CLOSER WE GET TO UNCOMFORTABLE TRUTHS, THE MORE JOKES PER MINUTE YOU MAKE?
THAT'S NOT TRUE.
NO?
SO THIS TALKING HORSE WALKS INTO A BAR, AND--
I REST MY CASE.

BUT YOU HAVE ALL OF PETER'S OTHER MEMORIES?

YEAH, I--

WHAT DO YOU MEAN, ALL OF *PETER'S* MEMORIES. I'M PETER.

YES, YOU ARE.

BUT THEN, SO WAS THE BODY LAYING DEAD ON A GURNEY UPSTAIRS, THE BODY THAT HAS NOW... DISAPPEARED.

WE'VE HAD IMPERSONATORS BEFORE, YOU KNOW. AND WHILE ALL MY INSTINCTS SAY THAT THIS IS YOU, I HAD TO ASK ANYWAY.

HOW DOES ASKING IF I REMEMBER WHAT HAPPENED TO MORLUN HELP PROVE THAT I'M ME?

BECAUSE ONLY YOU WOULD ADMIT TO THE GAP IN MEMORY. AN IMPERSONATOR WOULD WANT TO MAKE SURE THERE WERE AS FEW GAPS AS POSSIBLE IN ORDER TO EASE SUSPICION.

HE WOULD ALSO TAKE STEPS TO DUPLICATE ALL THE INJURIES YOU'VE HAD, BUT THE SCANS SHOW THAT EVERY WOUND YOU'VE EVER INCURRED HAS BEEN HEALED.

YOU'RE BLESSED, PETER. YOU'VE GOT WHAT EVERY HUMAN BEING HAS ASKED FOR: A FRESH START, A CLEAN SLATE, EVERY CELL BRAND NEW AND UNDAMAGED.

YOU'VE BEEN REBORN.

PETER?

THERE YOU ARE. I'VE BEEN LOOKING ALL OVER THE PLACE FOR YOU. HERE'S YOUR COSTUME--

UNIFORM.

WHATEVER IT IS, IT'S COMING APART AT THE SEAMS. AND FIGHTING THAT...*THING* YOU TOLD ME ABOUT PROBABLY DIDN'T HELP. I'VE SEWN IT THE BEST I COULD, SO YOU CAN GO OUT WHENEVER YOU WANT.

WHICH REMINDS ME...SINCE PETER'S BEEN REBORN, I'VE BEEN WORKING ON A REBIRTHDAY PRESENT, AND I SHOULD PROBABLY GET BACK TO WORK ON IT.

IS IT A PONY?

MARY JANE, DO US ALL A FAVOR--

WITH LANDING GEAR?

--AND SILENCE HIM SOMEHOW, ALL RIGHT?

THAT I CAN--

--DDMMMGGHH.

DID TONY GIVE YOU A CLEAN BILL OF HEALTH?

HE SAYS I'M FINE, MJ. JUST FINE.

JUST FINE...

COULDN'T BE BETTER.

She's a wonderful woman, no mistake--

--but Martha Stewart she's not. This shirt's already starting to pull apart.

Not that I'm any better. And that's not what she's there for anyway, but still...

Waitaminnit...!

Of course!

Some days I'd like to take my brain right out of my head and kiss it.

Leo Zelinsky always *SAID* if I ever needed a favor, I should swing by...I'm sure he won't mind that I didn't call first...

LOOK, MISTER WAR-GUY--

WAR-*MAN*.

WHATEVER. THAT'S NOT A GOOD COLOR ON YOU. MAYBE A NICE HERRINGBONE.

I'M A NIGHT-KILLER. I NEED TO LOOK SLEEK. FORM-FITTING PANTS. NYLON JACKET. OR MAYBE PARACHUTE SILK.

NYLON. UH-HUH. PARACHUTE SILK.

YOU KNOW DISCO'S DEAD, RIGHT? BECAUSE IT WAS THOSE KINDA' FASHION CHOICES THAT KILLED IT, BOOM, LIKE A BULLET TO THE HEAD.

LOOK, I--

DING DONG

JUST A MINUTE, I NEED TO SEE WHO THAT IS. WHILE I'M OUT, I'LL TRY AND FIND SOMETHING YOU'LL LIKE.

SOMETHING WITH GLITTER, MAYBE.

HEY, LEO.

YOU. WELL, GOOD. NOW MY DAY IS COMPLETE.

WHAT'S WRONG, YOUR FINGERS STICK TO THE PHONE SO YOU CAN'T CALL, SET UP AN APPOINTMENT LIKE A NORMAL PERSON?

I'M IN A BIND, I NEED THIS THING FIXED. I FIGURED YOU COULD SQUEEZE ME IN.

SQUEEZING I CAN HANDLE. MY CLIENTS, NOT SO MUCH. I TOLD YOU, MONDAYS, WEDNESDAYS AND FRIDAYS ARE GOOD GUYS. TUESDAYS AND THURSDAYS, NOT-SO-GOOD GUYS. THIS IS THURSDAY.

I KNOW, I'M SORRY. DID I INTERRUPT?

YEAH, I GOT A CLIENT IN THERE, HE'S NEW TO THE BAD-GUY THING, VERY PICKY, VERY NERVOUS.

I'LL GO TALK TO HIM. TAKE OFF THE SHIRT AND I'LL HAVE A LOOK.

YOU'RE A GOOD MAN, LEO.

YEAH, FINE, WHATEVER.

MR. WAR-GUY?

WAR-MAN.

OPJAKUCXVBU SKLAPDLEKNAJDPPDO ASHDJVCHBXCCVPPO SKLDPJSLPLS.

NO WAY. I WAS HERE *FIRST!* I DON'T CARE *WHO* IT IS, I--

WAIT A SEC...*WHO'D* YOU SAY IT IS?

PAD PAD PAD PAD SLAM!

HE SAID HE'LL COME BACK TUESDAY AND TO TELL YOU HE'S NOT AFRAID OF YOU.

WELL, I SEE *SOME*ONE'S ALREADY WORKED ON THIS. FUNNY, I DIDN'T KNOW HELEN KELLER WAS STILL ALIVE.

HEY! MY WI--

THAT IS, SOMEONE VERY CLOSE TO ME DID THAT AND--

BOOM!

WHAT THE--

I HEARD A BOOM. YOU HEAR A BOOM? I'M ALMOST CERTAIN I HEARD A BOOM.

WAIT HERE.

DID YOU THINK I WAS PLANNING TO GO TO A HOEDOWN? IN THESE SHOES?

Whatever happened, it killed the power to this whole area. I can hear sirens, but where--

Oh, no...

...looks like the construction site undermined the foundation of that apartment building.

No telling how many people are trapped in there.

HELP... SOMEBODY, HELP...WE'RE IN HERE!

OKAY, EVERYBODY MOVE BACK IN CASE THIS COLLAPSES...MOVE ON BACK...

COME ON... COME ON...JUST A LITTLE...BIT... MORE--

GOT IT!

GO, GO, GO, GO!

Good, the cavalry arrives...

IS THERE ANYONE ELSE TRAPPED ON THIS FLOOR?

I DUNNO...WE BARELY GOT OUT OURSELVES, I--

JENNIFER!

MA'AM?

MY DAUGHTER... SHE WAS RIGHT BEHIND ME! I HAVE TO GO BACK--

YOU CAN'T, THE WHOLE PLACE IS ABOUT TO COME DOWN!

NO--

IT'S ALL RIGHT...I'LL GO IN AFTER HER. JUST LET ME WEB THIS IN PLACE--

HURRY, PLEASE, SHE HAS ASTHMA, AND ALL THIS DUST--

I'LL FIND HER, I PROMISE. NOW PLEASE, GET AWAY FROM ALL THIS BEFORE--

DON'T WORRY, I'LL MAKE SURE SHE GETS CLEAR.

The whole place is starting to come down...I don't have much time, but where do I even start? I can't even see five inches in front of my--

--what the...?

I can see...it's pitch black in here but I can see. How the hell--

"STRENGTH. SENSES. AGILITY."

THESE WERE THE SIMPLEST TOOLS WHICH YOU HAD BEEN GIVEN. THE ONES A *CHILD* WOULD FIND *EXCITING*...

...AND *STOP* BEFORE ANYTHING *MORE* EXCITING BUT ALSO MORE *DISTURBING* WAS DISCOVERED.

"THE *CHILD* NEVER *ASKED*... AND THE *MAN* NEVER *RETURNED* TO THE QUESTION--

"--WHAT *HAPPENS* WHEN YOU *MERGE* A *MAN*...WITH A *SPIDER*?

"FIND WITHIN US THE GIFTS YOU DID NOT KNOW YOU POSSESSED... THE STRENGTHS YOU WERE AFRAID TO CALL YOUR OWN.

"BE THE MAN YOU ARE... BUT NOW, AT LAST... EMBRACE *THE OTHER.*"

HELP... OVER HERE... HELP...

IS...IS ANYONE THERE? I CAN'T SEE...I CAN'T--

I'M HERE. DID YOU SEE ANYONE ELSE? I'M LOOKING FOR A YOUNG GIRL--

I HAVEN'T SEEN ANYTHING, NOW GET ME OUT OF HERE, PLEASE!

I CAN'T LEAVE...I'M LOOKING FOR SOMEONE...BUT I CAN SHOW YOU THE WAY OUT.

JUST FOLLOW THE WEB-LINE, IT'LL TAKE YOU FAR ENOUGH UP TO SEE THE WAY OUT.

HERE YOU GO.

That's funny...I'm picking up some kind of vibration through the webbing.

I wonder...

Yes...there it is again.

Vibrations. Traveling through the walls and into the webbing.

The way a spider can feel it when something is caught on its web.

And water... falling onto floors.

And--

--and--

I can feel it...as debris slides into a ruined room on the next floor.

SCRAPE-

SCRAPE-

SCRAPE-

Yes!

JENNIFER...?

...HHHHHHHH...

She's barely conscious... can hardly breathe with all the dust. Have to get her out of here, fast, before--

--before *THAT* happens.

Okay, Peter...the way out is closed. Problem two is...which way now?

Problem one is...how do I carry her ***AND*** keep both hands free to dig our way out of here?

Waitaminnit...spiders carry their young on their backs. I know I can adhere to walls with the tips of my fingers, but I've never tried to--

Well, I guess there's a first time for everything, and this is definitely it.

I can feel her settling on my back...the same feeling when I crawl up the side of a building.

Well, *THIS* is going to save me no *END* of money buying backpacks. And best of all--

--the hairs on my arm are picking up the faintest trace of wind, just the way a spider's skin does. And the breeze is coming--

--from *THIS* direction.

HANG ON, JENNIFER--

--WE'RE GETTING OUT OF HERE!

OUTTA THE WAY! SHE'S COMING DOWN!

JENNIFER! NOOOOOOO!

...JENNIFER...?

SHE'S OKAY.

SHE'S OKAY.

SHE'S OKAY...

--ONE OF THE MOST AMAZING RESCUES THIS REPORTER HAS EVER SEEN.

AN ACT OF UNQUESTIONABLE HEROISM BY THE MAN MOST OF NEW YORK THOUGHT WAS DEAD JUST A FEW DAYS AGO.

THOUGH WHAT HAPPENED TO HIS SHIRT IS ANYBODY'S GUESS.

PERHAPS THE WEB-SLINGER IS GOING FOR A NEW, BUFF LOOK. EITHER WAY, THE MOTHER OF THE YOUNG GIRL RESCUED TONIGHT COULDN'T BE HAPPIER--

I KIND OF LIKE YOU WITHOUT THE SHIRT.

YEAH?

AS LONG AS IT WAS A CHOICE THING AND NOT MY SEWING.

NEVER.

MMMM.

SO WHY THE FAR-OFF LOOK, LOVER? YOU DID GOOD TONIGHT.

I KNOW. THESE NEW ABILITIES--

WELL, MAYBE NEW. THAT'S THE THING.

THE DAY I WAS BITTEN BY THAT SPIDER WAS MAYBE THE BEST DAY OF MY LIFE.

THAT NIGHT...NOT SO MUCH.

SEE, I ALWAYS LOVED SCIENCE FICTION AND HORROR MOVIES. *FORBIDDEN PLANET. THE DAY THE EARTH STOOD STILL.*

THE FLY.

"IT WAS ONE OF THE SCARIEST THINGS I'D EVER SEEN. AND I THOUGHT--

"--IF THAT'S WHAT YOU GET WHEN YOU GENETICALLY CROSS A MAN WITH SOMETHING AS HARMLESS AS A *FLY*--

"--HOW MUCH *WORSE* WOULD IT BE...WHAT KIND OF *HORROR* WOULD YOU GET...BY GENETICALLY MERGING A MAN...WITH A *SPIDER?*"

I WAS SO SCARED, MJ...SO SCARED...

WELL, NOT THAT TIME, ANYWAY, BUT STILL--

BUT IT PASSED, RIGHT? I MEAN, ONCE YOU SAW WHAT YOU COULD DO...AND YOU DIDN'T GROW SIX ARMS--

YEAH. I GOT OVER IT.

BUT I ALSO NEVER LOOKED TOO CLOSELY AT MY POWERS. I ACCEPTED WHAT JUMPED OUT AT ME, BUT DIDN'T POKE MUCH BENEATH THE SURFACE.

I THINK PART OF ME WAS AFRAID THAT IF I LOOKED TOO CLOSE, WHAT I'D FIND...WOULDN'T BE PRETTY. AS I GOT OLDER, I JUST ACCEPTED THE LIMITS OF WHAT THE KID-VERSION OF ME HAD BEEN *WILLING* TO ACCEPT.

BUT NOW I THINK...MAYBE THERE'S EVEN MORE TO THE POWERS I GOT THAT DAY, AND MAYBE I CAN USE THEM TO HELP PEOPLE MORE THAN I EVER IMAGINED. TONIGHT, IF I HADN'T BEEN OPEN TO THOSE POWERS, I MIGHT NEVER HAVE REACHED THAT GIRL IN TIME.

BUT YOU DID, PETER. SO YOU SHOULD FEEL GOOD ABOUT THAT.

AND THAT'S SOMETHING *I'VE* BEEN THINKING ABOUT.

WHEN YOU...CAME OUT OF YOU AND WERE, WELL, *REBORN*...ALL OF YOUR OLD INJURIES WERE HEALED, WE KNOW THAT, BUT MAYBE...MAYBE YOU WERE HEALED ON THE INSIDE AS WELL.

HOW SO?

THIS IS *YOU*, PETER, I KNOW THAT. BUT MAYBE WE CAN THINK THAT THERE'S PETER *NOW* AND PETER *THEN*...AND ALL THE MISTAKES YOU MADE, ALL THE THINGS YOU REGRET... THEY ENDED WITH PETER *THEN*.

YOU'RE PETER *NOW*. REBORN. NEW. FREE OF THE PAST. WHATEVER PETER *THEN* DID, YOU'RE FREE OF THAT.

YOU'VE GOT A FRESH START, TIGER. HOW MANY PEOPLE EVER GET THAT?

HAVE I TOLD YOU LATELY HOW MUCH I LOVE YOU?

YEAH.

BUT AS LONG AS YOU'RE STARTING OVER, YOU MAY AS WELL STICK WITH THE THEME, AND TELL ME ALL OVER AGAIN.

I LOVE YOU.

I LOVE YOU.

AND I LOV--

YEP. IT'S HIM, ALL RIGHT.

NO QUESTION.

GOOD.

SO I GUESS IT'S TIME TO GET BACK TO WORK.

SPIDER-MAN: THE OTHER--EVOLVE OR DIE PART TWELVE:

POST MORTEM

AMAZING SPIDER-MAN #529

"MR. PARKER GOES TO WASHINGTON, PART ONE OF THREE"

Mr. Parker Goes to Washington

PART ONE OF THREE

PETER?
PETER...?

YOU SAY SOMETHING?

HMMMM?

I SAID, DID YOU SAY--

PETER?

PETER, IT'S TONY. SORRY TO BOTHER YOU, BUT IT IS ALMOST NOON.

COULD YOU COME DOWN TO THE LAB? I NEED TO SEE YOU.

UMMM... SURE THING, BOSS.

JUST GIVE ME TWO SECONDS TO JUMP IN THE SHOWER.

TONY?

YES, MARY JANE?

TELL ME THIS...BIRD...IS VOICE ONLY, YOU CAN'T SEE IN HERE.

THIS BIRD IS VOICE ONLY. I CAN'T SEE IN THERE.

NICE TAN, BY THE WAY.

IT WAS A JOKE, I SWEAR, IT WAS A JOKE.

HELLO?

TAP-TAP

IS THIS THING ON?

HEY BOSS, WHAT'S UP?

YOU DO KNOW THAT EVERY TIME YOU SAY "HEY BOSS" YOU SOUND JUST LIKE CHICO MARX, RIGHT?

AND I'M TOTALLY COOL WITH THAT...AS LONG AS THAT DOESN'T MAKE YOU MARGARET DUMONT.

SO LIKE I SAID...WHAT'S UP?

I'M ALMOST DONE PUTTING THE FINAL TOUCHES TO YOUR NEW UNIFORM.

I'VE TAKEN THE OPPORTUNITY TO MAKE SOME SLIGHT... IMPROVEMENTS.

WHAT WAS WRONG WITH THE OTHER ONE?

COME ON, PETER, IT WAS JUST...*CLOTH.*

OKAY, GRANTED... I DIDN'T HAVE ANYTHING ELSE TO WORK WITH.

I KNOW.

BUT I... *DO.*

I'VE INCORPORATED MESH WEBBING THAT CAN ALLOW YOU TO GLIDE FOR SHORT DISTANCES. HEAT-RESISTANT KEVLAR MICRO-FIBER THAT CAN RESIST SMALL-CALIBER BULLETS.

BUILT-IN FIRE, POLICE AND EMERGENCY SCANNER. AUDIO AND VISUAL AMPLIFICATION, INCLUDING INFRARED AND ULTRA-VIOLET...

...CARBON FILTERS IN THE MOUTH AREA TO KEEP OUT TOXINS, AND A SHORT-RANGE GPS MICROWAVE COMMUNICATION SYSTEM, ALL ROUTED THROUGH A COMPUTERIZED CONTROL SYSTEM IN THE TITANIUM CHESTPIECE.

HEAT VISION?
NO.
ROCKET BOOTS?
WHEN YOU'RE OLD ENOUGH TO DRIVE.
AW, DAAAAAAD... C'MON...

I'M STILL TWEAKING A FEW OTHER THINGS, BUT BASICALLY IT'S GOOD TO GO. FEEL LIKE TAKING IT OUT FOR A SPIN?
SURE THING. BY THE WAY, SOMETHING I'VE BEEN MEANING TO ASK.
BACK AT THE HOSPITAL, MJ HAD HER ARM BROKEN IN THE FIGHT, BUT AFTERWARD, SHE WAS FINE. WHAT HAPPENED?
I'D ASK HER MYSELF, BUT I DON'T WANT TO MAKE HER RELIVE THAT DAY.

OH, THAT. WELL...ON THE WAY BACK HERE, JESSICA SET THE BONE, AND I INJECTED A COLD-SILICON COMPOUND AROUND THE BONE THAT SEALED THE BREAK BETTER THAN A SPLINT AND STOPPED THE SWELLING.
A SECONDARY LAYER OF FLESH-TONE SILICONE OUTSIDE THE ARM COMPRESSED ANY RESIDUAL SWELLING AND MASKED THE INJURY.
HAVING BROKEN SO MANY OF MY OWN BONES OVER THE YEARS, I'VE MADE THAT A STANDARD PART OF MY EMERGENCY KIT.

GOOD...BECAUSE, Y'KNOW, I WAS WONDERING--
YES, WELL, WHO WOULDN'T?
NOW ABOUT THOSE ROCKET BOOTS--
NOT A CHANCE.

ONE HOUR LATER....

EXIT 6A Delancey

FOUR-ADAM-SEVEN, WE ARE STILL IN PURSUIT, REQUEST BACKUP, REPEAT, REQUEST BACKUP AND ROADBLOCK--

BAD-1

--BUT DO NOT FIRE, WE BELIEVE THE SUSPECTS HAVE A HOSTAGE--

NOT A CHANCE, WHAT'RE YOU, NUTS? HAVEN'T YOU EVER SEEN *COPS?* IT'S WHEN YOU GET *OFF* THE FREEWAY AND STUCK IN TRAFFIC THAT THEY NAIL YOU.

WE CAN GET OFF UP THERE--

THE *IMPORTANT* THING...IS TO *LOSE* THE PURSUIT BEFORE THEY GET A CHOPPER IN THE AIR.

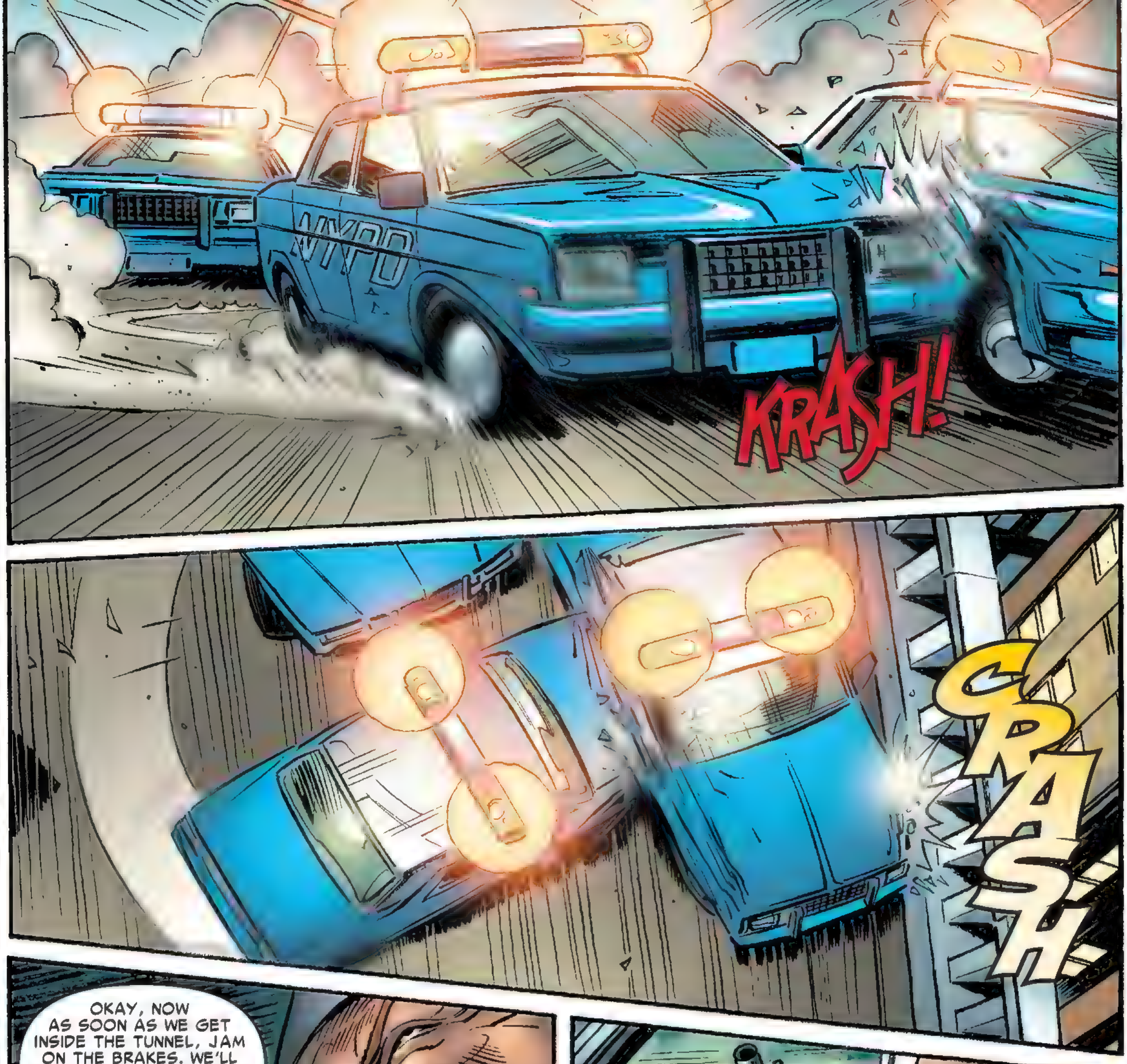
LIKE THIS.

U-SAVE

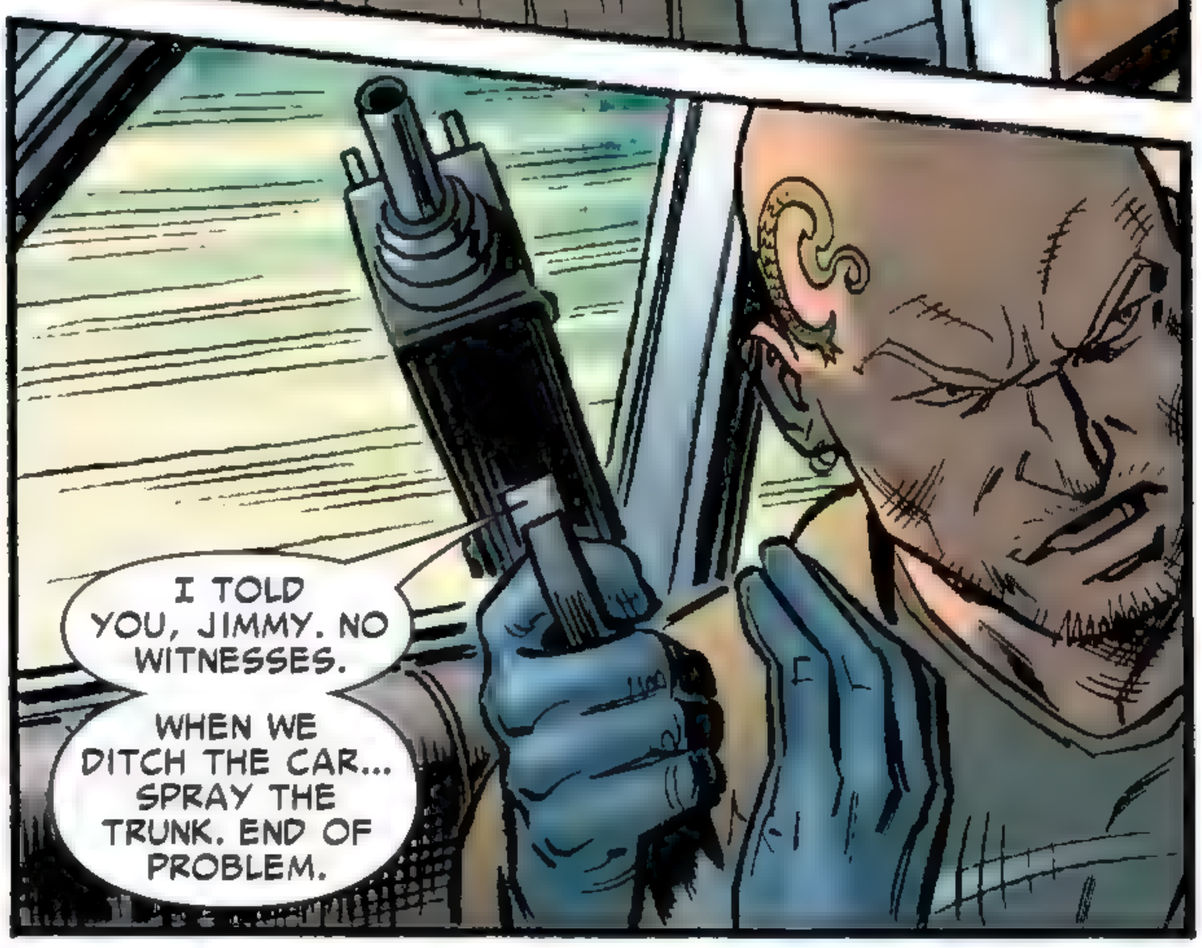
Porter Ave. ½ mile

BRRRRRRP-

BRRRRRRP!


NYPD
KRASH!
CRASH!

OKAY, NOW AS SOON AS WE GET INSIDE THE TUNNEL, JAM ON THE BRAKES. WE'LL GRAB ANOTHER CAR WHILE WE'RE OUT OF SIGHT, THEN DRIVE OUT IN A WHOLE OTHER CAR.
BEAUTY.
WHAT ABOUT THE CHICK IN THE TRUNK?


I TOLD YOU, JIMMY. NO WITNESSES.
WHEN WE DITCH THE CAR... SPRAY THE TRUNK. END OF PROBLEM.

MAYBE NOT. LOOK UP THERE.

IT'S HIM.

"IT'S SPIDER-MAN."

DON'T WORRY ABOUT HIM.

BUT--

I'VE SEEN HOW HE GETS AROUND. HE SWINGS FROM ONE THING TO ANOTHER. THERE'S NOTHING BETWEEN US AND HIM NEAR ENOUGH TO SWING FROM.

"WHAT'S HE GONNA DO...FLY?"

WELL, YOU KNOW, PETER...

...SOME SPIDERS DO GLIDE. I'M SURE IT'LL BE SECOND NATURE.

IF TONY SAID THEY'LL WORK, THEN THEY'LL WORK. HE SHOULD KNOW.

RUGS

UNLESS OF COURSE THIS IS SOME KIND OF ELABORATE SUPER-GUY VERSION OF *"PULL MY FINGER"*...

RENTS 555-7289

...HERE GOES NOTHINNNNNGGGGGG!

Open your arms, Peter. Open your arms. Open--

--your--

FLUTTER FLUTTER FLUTTER

YES!

WHUMP!!

XM.S ROCK

Sons

HEY! WHERE'D HE GO?

DOESN'T MATTER, WE'VE GOT BIGGER FISH TO--

EXIT

WOMPH!

WHAT THE--?

SCREEEEEE

HI, LISTEN, I LEFT MY CAR KEYS AT HOME, ANY CHANCE I COULD BUM A RIDE TO WORK WITH YOU GUYS?

BLAM-BLAM-BLAMBLAM!

DID YOU GET HIM?

I DUNNO--

--I DON'T HEAR ANYTHING.

CONFIRMED, WE HAVE UNITS IN PLACE AT 59TH STREET EXIT IN CASE THE SUSPECTS TRY TO GET OFF THERE.

59TH

MAYBE WE LOST HIM, WE--

HEY!

AND HERE... WE...

...GO!

OOOF!

WATCH IT!

FEELIN' GROOVY...

BAD-1

OIL

HIT THE BRAKES! HIT THE BRAKES!

STOP

SQUEEEEEEEAAALLL

NO...NO WAY... I'M NOT GOING BACK TO PRISON, YOU HEAR ME?

I'M NOT GOING BACK!

NO!

It was a rough landing, but the hostage should be--

--yes!

IT'S OKAY, MA'AM...YOU'RE ALL RIGHT.

YOU'RE ALL RIGHT.

OKAY...NICE AND SLOW...KEEP YOUR HANDS WHERE WE CAN SEE THEM.

YOUR FAULT...IT'S ALL YOUR FAULT...

...IT'S ALL YOUR FAULT!

NO!

No time to get her clear--

BAM!

UNNNHHH!

YOU'RE TOO LATE! I KILLED--

--SPIDER-MAN...?

I DON'T GET IT...I'VE SEEN YOU GET HURT ON TV...YOU'RE NOT INVULNERABLE. THAT SHOULD'VE KILLED YOU!

LOOK, BUDDY, THERE'S A RUMOR GOING AROUND THE STATION ABOUT SOMETHING THAT WENT DOWN AT THE HOSPITAL... AND--

WELL, *SOME* OF THE GUYS ARE SAYING--

--THAT HE *IS* DEAD.

SO, LIKE, I DON'T THINK YA SHOULD DO ANYTHING TO, Y'KNOW--

--*UPSET* HIM.

-EEP-

The perfect end to the perfect day.

Except that I can't get "The 59th Street Bridge Song" out of my head.

Ah, well.

Dee-dee-dee, dee-dee-dee, feelin' groovy...

AND THE COP SAYS, "SO, LIKE, I DON'T THINK YA SHOULD DO ANYTHING TO, Y'KNOW--

--UPSET HIM."

ACCORDING TO MY NEW SCANNERS, THE GUY'S HEARTBEAT *DOUBLED.*

IT...WAS... WONDERFUL.

SO THE TEST DRIVE WAS A SUCCESS.

AND THEN SOME. SO I WANT TO SAY THANK YOU.

SAME HERE. I'M IN FAVOR OF ANYTHING THAT HELPS MAKE SURE PETER COMES BACK SAFELY.

THEN YOU'RE MOST WELCOME.

THERE'S JUST ONE QUESTION I HAVE TO ASK.

AND THAT IS...?

WHY?

WHY NOT? YOU WERE OUT OF UNIFORMS, YOU'VE BEEN THROUGH A LOT, I HAD THE PARTS LYING AROUND--

AND I APPRECIATE THAT, NO MISTAKE.

BUT I *KNOW* YOU NOW, I *KNOW* HOW YOU THINK AND I HAVE A SUSPICION THAT THERE'S MORE TO ALL THIS THAN HELPING ME ACCESSORIZE.

YOU'RE RIGHT, PETER. WHICH IS WHY I WANTED TO SEE BOTH OF YOU TONIGHT PRIVATELY.

TOLD YOU I WASN'T BEING PARANOID.

ALL RIGHT, ALL RIGHT...

MORE THAN ANYONE ELSE HERE, YOU AND I HAVE A GREAT DEAL IN COMMON, PETER. WE'RE BOTH SCIENTISTS, LEVELHEADED, PRACTICAL...WE DON'T JUST REACT, WE *EVALUATE.*

WE HAVE SIMILAR TEMPERAMENTS, AND WE SPEAK THE SAME LANGUAGE.

KLINGON?

THE LANGUAGE OF COMMON SENSE.

THERE ARE SOME POTENTIALLY... DIFFICULT TIMES COMING, PETER. I'M HOPING THOSE TIMES CAN BE AVOIDED, BUT IN CASE I'M WRONG--

--IT WOULD BE GOOD TO HAVE SOMEONE AT MY SIDE THAT I CAN DEPEND ON.

I APPRECIATE THE COMPLIMENT, BOSS, BUT NOW THAT I'VE HAD TIME TO PLAY WITH THE REST OF THE TEAM, I KNOW THAT YOU CAN DEPEND ON EVERY SINGLE *ONE* OF THEM.

EXCEPT LOGAN.

WELL, YEAH, EXCEPT LOGAN.

THERE'S NOT *ONE* OF THEM THAT WOULDN'T PUT HIS OR HER LIFE ON THE LINE FOR YOU.

EXCEPT LOGAN.

WELL, YEAH, EXCEPT LOGAN.

NORMALLY, I'D AGREE WITH YOU, BUT KNOWING WHAT I KNOW...I'M NOT SURE THAT'S GOING TO BE TRUE OVER THE LONG HAUL.

GOD, LET ME BE WRONG.

EVERY NIGHT, I GO TO SLEEP HOPING THAT I'M WRONG.

PETER, I'VE TAKEN A SPECIAL INTEREST IN YOU FROM THE DAY I INVITED YOU TO COME HERE. YOU, AND MJ, AND MAY, YOU'RE LIKE FAMILY TO ME.

THE ADDAMS FAMILY?

PETER--

THE MUNSTERS?

PETER... *LISTEN* TO ME.

I WANT TO HIRE YOU OUT IN THE OPEN, FULL-TIME, AS MY SECOND, MY PROTÉGÉ...I WANT YOU TO GO WHERE I GO, SEE WHAT I SEE, HEAR WHAT I HEAR.

I NEED SOMEONE I CAN TRUST IMPLICITLY TO BACK ME UP.

NOT TO PUT TOO FINE A POINT ON IT...I NEED YOUR HELP. AND YOUR WORD, THAT YOU'LL STICK WITH ME THROUGH WHAT'S COMING, NO MATTER WHAT.

SOUNDS LIKE A BLOOD OATH TO ME.

THAT'S EXACTLY WHAT IT IS, PETER.

IF YOU NEED SOME TIME TO THINK ABOUT IT, I UNDERSTAND.
NO, IT'S JUST--
IT'S YOUR CALL, PETER.
CAN YOU AT LEAST GIVE ME SOME IDEA WHAT THIS IS ALL ABOUT?
I CAN'T... NOT UNTIL I HAVE YOUR WORD TO KEEP THIS SECRET, EVEN FROM THE REST OF THE GROUP, UNTIL I SAY OTHERWISE.
EVEN STEVE?
YES. EVEN STEVE.
LOOK, TONY, I--
YOU'VE BEEN GOOD TO US, ESPECIALLY TO MAY, AND MJ, AND...AND I OWE YOU A LOT. YOU'VE PUT YOURSELF ON THE LINE FOR ME AGAIN AND AGAIN. I *TRUST* YOU.

I TOOK A VOW A LONG TIME AGO TO HELP PEOPLE WHO NEEDED ME...AND TO BE THERE FOR THE PEOPLE WHO HAVE ALWAYS BEEN THERE FOR ME.

NO QUESTIONS ASKED, NO QUARTER GIVEN.

WHATEVER IT TAKES, WHATEVER IT COSTS, IN TIME OR IN BLOOD--

--I'M THERE.

YOU'VE GOT YOUR BLOOD OATH.

THANK YOU, PETER. THAT MEANS A GREAT DEAL TO ME. A GREAT DEAL.

SO HERE'S A LITTLE READING MATERIAL TO GET YOU STARTED.

ONCE YOU'VE READ IT OVER, GIVE ME YOUR THOUGHTS. AND PACK YOUR BAGS--

--BECAUSE WE'RE GOING TO WASHINGTON.

...OBOY...

The United States Senat

Metahuman Investigations Committee,
Washington, D.C.

Mr. Anthony Stark,
Stark Tower, New York City, NY

Mr. Anthony Stark,

At the request of the United States Sena
you are hereby summoned to appear before
the Senate Metahuman Investigations Com
to testify in closed session on matters
national security.

AMAZING SPIDER-MAN #530

"MR. PARKER GOES TO WASHINGTON, PART TWO OF THREE"

HEY BOSS... I THOUGHT YOU WERE GOING TO GET SOME SLEEP.

I HAD A LAST-MINUTE MEETING TO ATTEND.

AT MIDNIGHT?

WE DON'T EXACTLY LIVE IN A NINE-TO-FIVE WORLD, PETER.

IT WAS--

SO WHAT WAS THE MEETING ABOUT?

"--A LONG-TERM PLANNING SESSION."

EDITOR'S NOTE: SEE THE NEW AVENGERS ILLUMINATI SPECIAL FOR MORE ABOUT THIS HIGHLY CLASSIFIED MEETING.

THAT'S YOUR WAY OF SAYING "SHUT UP, PETER" WITHOUT ACTUALLY HAVING TO *SAY* "SHUT UP, PETER," ISN'T IT?

YES.

BY THE WAY, I BROUGHT ALONG VERSION 2.0 OF YOUR UNIFORM. I MADE SOME MORE ADJUSTMENTS.

VERSION 2.0? BUT TONY, THE ONE I HAVE ISN'T EVEN TWENTY-FOUR HOURS OLD YET.

ART IS NEVER FINISHED, PETER, ONLY ABANDONED.

"I BEGIN TO SEE WHY YOU'VE GONE THROUGH FORTY-SEVEN VERSIONS OF YOUR IRON MAN ARMOR."

"FORTY-NINE."

"WHATEVER."

Mr. Parker Goes to Washington

PART TWO OF THREE

SO WHAT'S THIS CLOSED HEARING ALL ABOUT?

THE PROPOSED SUPERHUMAN REGISTRATION ACT. HAVEN'T YOU BEEN FOLLOWING THE NEWS?

I'VE BEEN A LITTLE BUSY LATELY, WHAT WITH FIGHTING CRIME AND BEING LEGALLY DEAD AND ALL.

THERE IT IS, PETER. THE ENEMY. YOU SHOULD READ IT BEFORE WE LAND.

YOU'RE KIDDING, RIGHT? THIS IS HEAVIER THAN THE LAST HARRY POTTER NOVEL. IT'D BE FASTER TO WAIT FOR THE MOVIE TO COME OUT.

THE BILL IS ONLY THE FIRST THIRTY PAGES. THE REST ARE RIDERS AND AMENDMENTS TACKED ON BY OTHER SENATORS TRYING TO PIGGYBACK THEIR OWN AGENDAS.

SUPERHUMAN REGISTRATION ACT

SO *THIS* IS THE BILL, AND ALL *THIS* IS FROM GUYS TRYING TO GET TAX MONEY FOR ROAD IMPROVEMENT, FISHERIES, GRANTS, STATUES OF ELVIS--

EXACTLY.

DEMOCRACY... GOTTA LOVE IT.

OKAY, I'LL GIVE YOU THE TOP SHEET.

THE SENATE IS UNDER SIGNIFICANT PRESSURE TO FORCE PEOPLE LIKE US, PEOPLE WITH ***POWERS***, TO REGISTER OUR REAL NAMES WITH THE GOVERNMENT OR FACE PROSECUTION.

YOU'RE KIDDING.

YOU'RE NOT KIDDING.

ARE THEY NUTS? HOW LONG DO YOU THINK IT WOULD TAKE ***ANY*** OF THE USUAL SUSPECTS TO GET THEIR HANDS ON THAT INFORMATION?

THEY SAY THEY CAN KEEP THE INFORMATION CONFIDENTIAL.

WELL, GOOD, BECAUSE NORMALLY I'D BE WORRIED, BUT FORTUNATELY WE'VE ***NEVER*** HAD ***ANY*** PROBLEMS WITH LEAKS ***BEFORE***.

ARE THESE GUYS NUTS?

NO, PETER, THEY ACTUALLY HAVE A POINT. NONETHELESS, THE REASON I'M GOING TO WASHINGTON IS TO TRY TO TALK THEM OUT OF IT.

AND WHAT IF YOU ***CAN'T*** TALK THEM OUT OF IT?

THERE ARE... OTHER OPTIONS. BUT I'D RATHER AVOID THAT ROUTE IF HUMANLY--OR SUPERHUMANLY--POSSIBLE.

MY ***HOPE*** IS THAT WE CAN REASON OUR WAY OUT OF THIS SITUATION.

"BECAUSE EVERY SINGLE ONE OF THOSE OTHER OPTIONS IS JUST DOWNRIGHT UGLY."

EDITOR'S NOTE: SOME OF US AT MARVEL DISAGREE WITH THIS STATEMENT, AND FEEL THAT MANY OF THOSE OPTIONS ARE PERFECTLY REASONABLE.

EDITOR'S NOTE: OKAY, BUT THE REST OF US DON'T FEEL THAT WAY.

EDITOR'S NOTE: WHO ASKED YOU?

EDITOR'S NOTE: LOOK, WE'VE ALREADY BEEN THROUGH THIS--

EDITOR'S NOTE: YOU'RE NOT LISTENING--

MEET BACK HERE IN TWENTY MINUTES?

DONE AND DONE, BOSS.

EDITOR'S NOTE: NO, YOU LISTEN! I'M TIRED OF YOU ROLLING IN HERE EVERY DAY AT NOON, DRINKING ALL THE COFFEE WITHOUT MAKING A FRESH POT, TAKING THREE-HOUR LUNCHES, AND THEN THINKING YOU CAN COME IN HERE AND TELL ME HOW TO--

EDITOR'S NOTE: SSSSH! WATCH IT, QUESADA'S COMING DOWN THE HALL!

EDITOR'S NOTE: MOVE ALONG, NOTHING HERE TO SEE.

OKAY, PETER, HERE'S A RUNDOWN OF YOUR UPGRADES.

EDITOR'S NOTE: YEAH, JUST THE WHOLE MARVEL UNIVERSE ABOUT TO IMPLODE.

EDITOR'S NOTE: WILL YOU PLEASE SHUT UP!?!

...I'VE ADJUSTED THE FABRIC SO IT USES A LIQUID METAL NANO-FIBER THAT CAN MORE OR LESS DISAPPEAR WHEN NOT NEEDED.

SO YOU CAN WEAR IT UNDERNEATH YOUR ORDINARY CLOTHES AND NOT HAVE TO WORRY ABOUT IT. IT RESPONDS TO NEUROCHEMICAL IMPULSES, SO ALL YOU HAVE TO DO IS THINK IT THERE--

--AND IT'LL BE THERE.

COOL.

THE NANO-FIBER CAN ALSO CONFORM TO OTHER STYLES YOU'VE AFFECTED OVER THE YEARS.

IN CASE YOU WANT TO MAKE PEOPLE THINK YOU'RE NOT WEARING THE SOUPED-UP VERSION--

--OR IF YOU SIMPLY WANT A CHANGE OF PACE.

HMMMM...

THE SUIT CAN ALSO BLEND INTO A VARIETY OF BACKGROUNDS. THE DARKER THE BACKGROUND, THE BETTER THE CAMOUFLAGE.

BUT I'VE SAVED THE BEST PART FOR LAST.

NOW...*WITHOUT MOVING YOUR ARMS*...THINK THAT YOU WANT TO REACH OUT AND PICK SOMETHING UP.

HOLY--

SNIK!

SNIK!

SNIK!

@!%@$%!

THE WALDOES CAN PICK THINGS UP SAFELY AND LOOK AROUND CORNERS, DISPLAYING THE RESULTS IN YOUR EYEPIECES. THEY ALSO HAVE LIMITED FIGHTING CAPABILITIES, BUT THEY'RE PRETTY FRAGILE, SO ONLY USE THEM SPARINGLY.

YOU CAN ALSO--

SMASH

CHRIS

I'M *SO* GOING TO KILL HIM, I--

OOOH, I CAN SEE INTO THE NEXT HOTEL FROM HERE...

SO TELL THE TRUTH, BOSS...WAS THAT BIT WITH THE WALDOES YOUR VERSION OF *"PULL MY FINGER"*?

I THOUGHT YOU'D BE AMUSED.

I WAS... AFTER I PEELED MYSELF OFF THE CEILING.

AND YOU'LL BE SEEING A BILL FOR THE DAMAGES REFLECTED ON YOUR DIAMOND AMERICAN EXPRESS CARD.

"JUST A MOMENT'S AMUSEMENT SINCE THINGS ARE GOING TO GET VERY SERIOUS, VERY QUICKLY, AND THERE MAY NOT BE MUCH ROOM FOR LEVITY LATER ON."

"YOU'RE NOT SERIOUSLY ***WORRIED*** ABOUT THIS, ARE YOU, BOSS? I MEAN, COME ON, THIS IS US...THIS IS YOU...

"...WHAT COULD GO WRONG?"

NO SHOT. REPEAT, NO SHOT. WILL REACQUIRE THE TARGET LATER.

CONFIRMED.

"THANK YOU FOR COMING, MR. STARK."

WE ARE HONORED TO HAVE YOU HERE TODAY, BOTH IN YOUR ROLE AS AN INDUSTRIALIST, A FORMER SECRETARY OF DEFENSE, AND, OF COURSE, AS IRON MAN.

FORMER IRON MAN, SENATOR DICKERSON.

YES, OF COURSE, WHAT *WAS* I THINKING?

OH, WAIT, I KNOW WHAT I WAS THINKING.

I WAS WONDERING IF YOU WOULD GIVE THAT SAME ANSWER IF YOU WERE UNDER OATH, WHICH CARRIES WITH IT THE PENALTY OF PERJURY?

WHAT DO *YOU* SAY TO THAT, MR. STARK?

I SAY...

...THAT THE SENATOR CAN PUT ME UNDER OATH IF HE SO WISHES. BUT THAT WAS NOT THE UNDERSTANDING WHEN I WAS ASKED TO APPEAR HERE. IF I AM TO TESTIFY UNDER OATH, THEN WE'LL HAVE TO RECESS UNTIL I CAN BRING IN COUNSEL TO APPEAR WITH ME.

THAT *IS* STANDARD PROTOCOL WHEN SPEAKING UNDER OATH, IS IT NOT?

SO THIS YOUNG MAN IS NOT COUNSEL?

NO, SIR. THIS IS PETER PARKER, AN ASSOCIATE AT STARK INDUSTRIES, WHO I HIRED FOR BOTH HIS SCIENTIFIC EXPERTISE AND HIS WORK AS A PHOTOJOURNALIST CHRONICLING A NUMBER OF POWERED HEROES OVER THE YEARS.

UHMMM... HI.

YOU'LL SPEAK WHEN YOU'RE SPOKEN TO, SON.

YESSIR.

WELL, *NEXT* TIME, THEN, I SUPPOSE.

BECAUSE I THINK IT VERY LIKELY THAT THERE *WILL* BE A NEXT TIME, MR. STARK.

BUT IN THE MEANTIME, LET'S PROCEED.

THE CHAIR RECOGNIZES SENATOR WHITMORE.

MR. STARK, THE PRESENCE WITHIN THE UNITED STATES OF SUPERHUMANS, OR SUPER HEROES, AS SOME CALL THEM, WAS MOST PRONOUNCED IN THE YEARS AFTER THE SECOND WORLD WAR, STARTING AROUND 1946.

"THESE INDIVIDUALS, OPERATING IN DISGUISE, THEIR IDENTITIES UNKNOWN, FREQUENTLY ENGAGED IN BRUTAL CONFLICTS IN WHICH SUBSTANTIAL DAMAGE WAS DONE TO LIFE AND PROPERTY."

MR. STARK, ACCORDING TO OUR BEST ESTIMATES, FROM 1946 TO THE PRESENT, SUCH BATTLES HAVE INCURRED ALMOST TWO HUNDRED *BILLION* DOLLARS IN DAMAGES... COSTS THAT LOCAL AND FEDERAL AGENCIES HAVE BEEN FORCED TO ABSORB BECAUSE WE DON'T KNOW WHO ELSE TO BILL FOR THE EXPENSES.

LET ME REPEAT THAT NUMBER, MR. STARK. TWO HUNDRED *BILLION* DOLLARS.

WHAT DO YOU SAY TO THAT NUMBER?

MY RESPONSE TO THAT NUMBER...IS ANOTHER NUMBER.

FORTY-SEVEN.

FORTY-SEVEN.

FORTY-SEVEN *WHAT?*

FORTY-SEVEN OCCASIONS ON WHICH SUPER HEROES PREVENTED THE ENTIRE NORTH AMERICAN CONTINENT FROM BEING VAPORIZED, CONQUERED OR NUKED BACK INTO THE STONE AGE.

THE DEPARTMENT OF DEFENSE BUDGET FOR 2006 *ALONE* IS 419 BILLION DOLLARS.

TWO HUNDRED BILLION, OVER SIXTY YEARS, IS THREE HUNDRED MILLION PER YEAR. THAT'S *LESS* THAN THE PENTAGON SPENT JUST THIS YEAR ON CERAMIC BODY ARMOR.

FOR SAVING THE ENTIRE NATION, FORTY-SEVEN TIMES OVER.

I THINK WE'RE GETTING OFF CHEAP, SENATOR.

THAT'S A VERY PRETTY SPEECH, MR. STARK, BUT IT DOESN'T REALLY ADDRESS THE POINT. WE ALL MAKE MISTAKES, DON'T WE?

YES, SIR.

SO THESE SELF-PROCLAIMED HEROES *ALSO* MAKE MISTAKES?

YES, SIR.

AND DON'T YOU THINK THEY SHOULD BE HELD ACCOUNTABLE FOR THOSE MISTAKES?

DOCTORS HAVE TO REGISTER WITH THE AMA, PILOTS HAVE TO REGISTER WITH THE FAA...HECK, TAXI DRIVERS HAVE TO REGISTER WITH THE LOCAL DMV...SO THAT IF THERE'S AN ACCIDENT, THEY CAN BE HELD ACCOUNTABLE FOR THEIR ACTIONS.

IF A CAB DRIVER HAS TO REGISTER IN CASE THERE'S A FENDER-BENDER, WHY SHOULD WE EXEMPT INDIVIDUALS WHO CAN DO SUCH TREMENDOUS DAMAGE?

WELL, MR. STARK? DO YOU HAVE AN ANSWER FOR THAT?

NO, SENATOR. I'M AFRAID I DON'T.

DOES ANYONE OBJECT TO HEARING FROM MR. PORKER--

PARKER.

--FROM MR. PARKER?

VERY WELL, GO AHEAD.

I DON'T HAVE THE WEALTH OF EXPERIENCE MR. STARK HAS IN DEALING WITH PEOPLE WITH GREAT POWERS, BUT IN MY LIMITED EXPOSURE...WELL...

SEE, GREAT POWER... ALSO BRINGS WITH IT A GREAT RESPONSIBILITY, TO--

I'M NOT DOING THIS VERY WELL. SO LET ME TRY THIS.

THERE'S THIS THING CALLED THE DOCTRINE OF PROPORTIONATE RESPONSE. THE BIGGER THE BAD GUY, THE BIGGER THE GOOD GUY YOU NEED TO STOP HIM.

THE BAD GUYS ARE BAD GUYS MOST OF THE TIME. BUT THE GOOD GUYS...ARE ONLY *BEING* THE GOOD GUYS... PART-TIME.

"THEY HAVE LIVES, AND FAMILIES, AND LOVED ONES WHO WOULD BE AT TERRIBLE RISK TO THESE VERY SAME BAD GUYS IF THEIR IDENTITIES WERE REVEALED.

"IN THOSE PERSONAL MOMENTS, THEY OR THEIR FAMILIES COULD BE HARMED...BECAUSE THE BAD GUYS KNOW THAT IF THEY WIPE OUT OR NEUTRALIZE ENOUGH OF THE SUPER HEROES...

"...THERE WON'T BE ANYONE WHO CAN STOP THEM THE 48TH TIME THIS COUNTRY IS IN JEOPARDY."

POLICE OFFICERS, PROSECUTORS, JUDGES, EVEN ELECTED OFFICIALS AND THEIR FAMILIES FACE SIMILAR THREATS EVERY DAY, MR. PARKER. WHAT KEEPS OUR DEMOCRACY HONEST IS THAT WE DON'T OPERATE BEHIND MASKS.

I KNOW...

"...BUT ALL THOSE PEOPLE ASPIRED TO THOSE JOBS. MOST SUPER HEROES NEVER *ASKED* FOR THESE POWERS, NEVER *WANTED* THEM. BUT ONCE THEY HAD THEM--

"--THEY KNEW THAT THEY HAD TO DO WHAT WAS *RIGHT* IN A SYSTEM THAT WOULD NEVER ALLOW THEM TO OPERATE OPENLY.

"THEY'RE *TRYING* TO *HELP*, SENATOR."

BUT IF THAT'S TRUE, WOULDN'T IT BE SIMPLER IF THEY *COULD* REGISTER, PRIVATELY AND SECURELY, WITH AN AGENCY THAT WOULD THEN *ALLOW* THEM TO DO WHAT YOU DESCRIBE OPENLY AND *LEGALLY?*

IF YOU WERE, SAY, ANT-MAN, WOULDN'T IT BE A *COMFORT* TO YOU TO KNOW THAT THE GOVERNMENT AND THE POLICE WERE YOUR *ALLY*, NOT YOUR *ENEMY?*

IF ANYTHING, YOU MAY HAVE JUST MADE THE MOST COMPELLING CASE OF *ALL* FOR JUST THE KIND OF REGISTRATION WE'RE DEBATING HERE TODAY.

DON'T YOU AGREE?

I--

--PROBABLY SHOULDN'T SAY ANYTHING ELSE.

I AGREE.

THEN I SUGGEST A TEN-MINUTE RECESS.

BANG!

PETER...PIECE OF ADVICE WHEN DEALING WITH LAWYERS OR POLITICIANS.

PRETEND I'M A LAWYER.

YESSIR.

"MR. PARKER, DO YOU KNOW WHAT TIME IT IS?"

IT'S... 10:35.

WRONG ANSWER.

BUT IT'S THE TRUTH.

YES, BUT IT'S *STILL* THE WRONG ANSWER TO, "DO YOU KNOW WHAT TIME IT IS?"

10:35

THE CORRECT ANSWER...IS "YES." AND YOU *LEAVE* IT THERE. IF THEY WANT MORE INFORMATION, LET THEM *ASK* FOR IT. NEVER VOLUNTEER *ANYTHING.*

YOU MEAN LIKE I JUST DID.

YES.

GOTCHA.

SO DID I SCREW UP?

YOU SPOKE TRUTH TO POWER.

IS THAT WRONG?

NO, NOT WRONG.

JUST VERY UNUSUAL IN THIS PLACE.

"SO HOW'S IT GOING, PETER?"

IT'S GOING SWELL. IN FACT, IF IT WERE GOING ANY *SWELLER*, THEY'D PROBABLY HAVE TO *DEPORT* ME.

OH, DEAR. WHAT HAPPENED?

I OPENED MY MOUTH AND SPOKE WHEN I SHOULDN'T HAVE.

WELL, *THAT'S* NEVER HAPPENED BEFORE.

HEY!

JUST TRYING TO LIGHTEN THE MOOD, PETER. I'M SURE IT'S NOT AS BAD AS YOU THINK.

I DON'T KNOW...MAYBE. I JUST FEEL LIKE I'M IN WAY OVER MY HEAD. I MEAN, AT THE END OF THE DAY, I'M A KID FROM THE NEIGHBORHOOD, THIS ISN'T MY KIND OF SCENE, I--

PETER? IS SOMETHING WRONG?

I'M NOT SURE, I JUST--

"--I HAD THE STRANGEST FEELING.

"YEAH, THAT FEELING. NO, I DON'T SEE ANYTHING."

YOU'RE RIGHT, MAYBE I'M JUST TIRED. STILL, IT WOULDN'T HURT TO HAVE A LOOK--

PETER, WE'RE BACK ON.

OOPS, GUESS NOT. GOT TO GO, MJ. GIVE AUNT MAY MY LOVE, AND SAVE SOME FOR YOURSELF.

BYE.

FOUR HOURS, FIFTEEN MINUTES LATER...

--AND WHILE THERE ARE STILL PROBLEMS TO BE SOLVED, THE SYSTEM OF ANONYMOUS, POWERED INDIVIDUALS SERVING THEIR COUNTRY HAS WORKED WELL FOR OVER SIXTY YEARS.

CHANGING THAT SYSTEM NOW WOULD ONLY CREATE A NEW AND POSSIBLY MORE DANGEROUS SERIES OF PROBLEMS.

MR. STARK, YOU JUST USED AN INTERESTING WORD. *DANGEROUS*. WOULD YOU CARE TO ELABORATE?

PROHIBITION NOT ONLY USHERED IN THE AGE OF ORGANIZED CRIME, IT TURNED ORDINARY CITIZENS INTO LAW-BREAKERS OVERNIGHT. THE SAME THING HAPPENED WHEN YOUNG PEOPLE FLED THE DRAFT DURING VIETNAM.

THIS ACT, IF PASSED, WOULD TURN MEN AND WOMEN WHO HAVE SERVED THIS COUNTRY AS PATRIOTS BUT REFUSE TO REGISTER...INTO CRIMINALS.

ONCE THAT HAPPENS, WHO KNOWS WHERE IT WILL END?

SOME MIGHT TAKE THAT AS A THREAT, MR. STARK. IS THAT HOW YOU MEAN IT? OR, TO PUT IT MORE PRECISELY--

--WHOSE SIDE WOULD *YOU* BE ON?

I HAVE ALWAYS SERVED AT THE PLEASURE OF MY COUNTRY, AND ITS LEADERS.

NOTHING IN THAT SENTENCE HAS CHANGED, OR WOULD EVER CHANGE.

THANK YOU FOR THE CLARIFICATION, MR. STARK.

THIS COMMITTEE IS RECESSED UNTIL TOMORROW AT NINE A.M. YOUR PRESENCE WILL STILL BE NEEDED, MR. STARK.

BANG!

I DON'T KNOW HOW YOU DO IT, BOSS. I'D RATHER FACE AN ARMY OF BAD GUYS THAN HAVE TO GO BACK IN THERE AGAIN.

IT'S JUST SOMETHING YOU GET USED TO. AS YOU WILL, IN TIME. REMEMBER, YOU'RE MY RIGHT HAND NOW.

MR. STARK! WE DIDN'T KNOW YOU WERE GOING TO BE HERE... IT'S NOT ON THE PUBLIC SCHEDULE--

IT WAS A PRIVATE SESSION, NOT A BIG DEAL, HARDLY WORTH MENTIONING.

I THINK I'D RATHER BE A FOOT RIGHT NOW, TO TELL YOU THE--

MR. STARK!

WAS THIS THE COMMITTEE ON SUPERHUMAN AFFAIRS? DO YOU THINK THEY'RE GOING TO PASS THE REGISTRATION ACT?

THE COMMITTEE AND I HAD A GOOD MEETING, AND WE DISCUSSED SOME OPTIONS THAT, AS FAR AS I KNOW, ARE STILL JUST THAT... OPTIONS.

COME ON, PETER...WE HAVE PLACES TO BE.

RIGHT, BOSS.

SO WHERE ARE WE GOING NOW?

SOME PLACE WITH A STEAK.

OH, I THOUGHT...I MEAN, THAT MIGHT HAVE BEEN A GOOD CHANCE FOR US TO GET THE WORD OUT TO PEOPLE, I MEAN MOST OF THEM LIKE--

--WHAT WE--

--DO.

DOWN!

PTING!

WE'VE GOT TO GET OUT OF HERE, BOSS, GOT TO--

WHOMP!

DO NOT MOVE.

GREAT...

...IT'S THE TITANIUM MAN.

I AM HERE TO KILL STARK. MY EMPLOYERS HAVE GIVEN ME INSTRUCTIONS TO AVOID COLLATERAL DAMAGE IF AT ALL POSSIBLE.

BUT IF YOU WISH TO DIE, PLEASE, STAY WHERE YOU ARE.

I HAVE NO PREFERENCE.

The accent is Russian. I remember reading that the Titanium Man had been replaced, then the next guy was killed or retired or--

--doesn't matter. What matters is getting Tony the heck out of here, fast. Outside his armor, he's as vulnerable as anybody else.

Me...I don't have that problem.

TONY... GO!

WHAT--?

CAN'T SEE--

THERE!

NOW TO FINISH THIS.

THAT'S FUNNY--

--I WAS THINKING EXACTLY THE SAME THING.

COSMIC, HUH?

THIS IS NOT YOUR CONCERN.

SHRAKKK!

CONCERNED? I'M NOT CONCERNED.

I DO THIS FOR *FUN.*

MY MOM SAID IT WAS THIS OR A NEWSPAPER ROUTE, SO I--

OOOOOF!

WELL, YES, I *DID* WANT TO MAKE AN IMPRESSION, BUT STILL--

OW.

I DO NOT HAVE TIME FOR THIS.

YOU'VE =UNF= GOT THAT RIGHT, BORIS.

IN CASE YOU HADN'T NOTICED, THINGS ARE A LITTLE DIFFERENT AROUND WASHINGTON THESE DAYS, AND--

THERE THEY ARE! THE RADIO REPORTS WERE RIGHT!

SPIDER-MAN AND SOME GUY ARE ATTACKING THE SENATE BUILDING!

SONOFA--

K-TANG!

DOES IT LOOK LIKE WE'RE PALS, PAL? HUH? I--

OPEN FIRE!

UH-OH--

WHOOOAAAA!

WATCH WHERE YOU'RE POINTING THOSE THINGS, WOULDJA?

FWIP!

OH, NO YOU DON'T.

THIS ISN'T OVER, BUDDY. THIS FIGHT--
--IS JUST STARTING.

AMAZING SPIDER-MAN #531

"MR. PARKER GOES TO WASHINGTON, PART THREE OF THREE"

Mr. Parker Goes to Washington

PART THREE OF THREE

SO, IS THIS RIDE COVERED BY THE PRICE OF ADMISSION OR SEPARATE? BECAUSE THIS IS *FUN*, AND--

OH, COOL... I CAN SEE THOMAS JEFFERSON'S HOUSE FROM HERE.

INSECT.

ACTUALLY, SPIDERS AREN'T INSECTS, THEY'RE ARACHNIDS, BUT ***LOTS*** OF PEOPLE MAKE THAT MISTAKE, SO YOU SHOULDN'T FEEL BAD ABOUT ***THAT***.

BUT I'M SORRY, THE WHOLE BORIS BADENOV ACCENT IS JUST TOO MUCH.

COME ON... SAY "*MOOSE AND SQUIRREL.*" JUST ONCE. YOU ***KNOW*** YOU WANT TO.

NO? THEN MAYBE YOU CAN TELL ME WHY YOU TRIED TO KILL MR. STARK--

--AFTER YOU WAKE UP, NATCH.

URRRGGHH!

FWOOSH!

Oh, crud--

--if I've damaged the Lincoln Memorial, this is SO coming out of my allowance.

For the next ten thousand years.

Okay, I saw him do a belly flop at the entrance...but where is he? I--

Wow...I never...

Wow.

FOURSCORE AND SEVEN
YEARS AGO OUR FATHERS
BROUGHT FORTH ON THIS
CONTINENT A NEW NATION
CONCEIVED IN LIBERTY,
AND DEDICATED TO THE
PROPOSITION THAT ALL
MEN ARE CREATED EQUAL.

NOW WE ARE ENGAGED
IN A GREAT CIVIL WAR,
TESTING WHETHER THAT
NATION, OR ANY NATION
SO CONCEIVED AND SO
DEDICATED, CAN LONG
ENDURE. WE ARE MET ON
A GREAT BATTLEFIELD
OF THAT WAR.

You gotta give it to him...the man could write, he--

--uh-oh--

UHHHNG!

NOW IT IS I WHO HAVE YOU!

AND NOW... DIE!

WHOOSH

IT'S THE AMAZING GLIDING SPIDER-MAN, NEW FROM TOYCO, ONLY $14.95. SHIPPING MAY NOT BE INCLUDED--

AND NOW TO FINISH THE ASSIGNMENT--

CAST YOUR EYES SKYWARD, BUB.

--BUT *HANDLING* WE'VE GOT DOWN TO A FINE ART.

URRRK!

KRASH!

AMERIKANSKI HUMOR.

MOST FUNNY.

WE KILL NOW.

URCCCHH--

Damn...he's faster than he looks. Granted, that isn't saying much, but still--

IT IS RIGHT THAT YOU SHOULD DIE NOW, FOR YOU ARE SOON TO BE AN EXTINCT BREED, LEAVING YOUR COUNTRY DEFENSELESS.

MY EMPLOYER BELIEVES THAT WHEN TONY STARK IS DEAD, THERE WILL BE NO ONE TO SPEAK FOR YOUR KIND...AND YOUR OWN GOVERNMENT WILL HUNT YOU DOWN AND ERADICATE YOU. WHICH IS ONLY FITTING.

SINCE THE FALL OF THE SOVIET UNION, I AND OTHERS HAVE BEEN FORCED TO SURVIVE ON OUR OWN, WITHOUT SUPPORT, AS MERCENARIES, TAKING WHATEVER JOB CAME ALONG. IT HAS BEEN HARD.

BUT WHEN MY PEOPLE WERE CONTACTED IN SECRET FOR THIS JOB, I KNEW THAT IT WOULD BE A PLEASURE.

I...I JUST--

I HAD ONLY TO WAIT FOR HIS ARRIVAL, AND THEN --

--WANT--

WHAT?

JUST... WANTED... TO SAY...

KLANNNTK!

...SURPRISE!

AAARRGGHHH!

Good...damaged the sensors in his helmet... he's swinging wild.

He may have backups, however...got to hit him hard before he can get them online.

KER-WHAMM!

BAMMMMM!

I feel the armor start to give, and I know... I've got him...I've got him...I've--

ENOUGH!

No! He's making a run for it.

Just one chance...try to snare him again--

--nuts!

See, I *TOLD* Tony I needed rocket boots, I--

This is your chance to look good in D.C., Peter. Don't mess it up.

Think up something catchy, something historic...

AND DON'T COME BACK!

WE APPRECIATE YOUR RETURN VISIT AFTER YESTERDAY'S RATHER DISTURBING EVENTS, MR. STARK.

THANK YOU, SENATOR DICKERSON. HAD IT NOT BEEN FOR THE INTERCESSION OF SPIDER-MAN, I MIGHT NOT BE SITTING HERE RIGHT NOW.

YES, BUT NOT IN THE WAY YOU THINK.

DEMONSTRATING, YOU BELIEVE, THE VALUE IN UNENCUMBERED SUPERHUMANS?

THE ATTACK AGAINST ME YESTERDAY WAS NEITHER RANDOM NOR ILL-CONSIDERED. IT WAS A DELIBERATE ATTEMPT TO INTERFERE IN THE DELIBERATIONS OF THIS COMMITTEE, AND THE OUTCOME OF THE PROPOSED SUPERHUMAN REGISTRATION ACT.

THIS COMMITTEE MUST BEAR IN MIND THAT AMERICA'S ENEMIES ARE NOT BOUND BY ANY RULES MADE HERE. THEY WILL ATTEMPT TO EXPLOIT THOSE RULES, HOWEVER WELL-INTENDED, FOR THEIR OWN DARK PURPOSES.

THE ATTACK ON ME YESTERDAY WAS ONLY THE FIRST VOLLEY IN THAT PROGRAM.

I SUBMIT THIS RECORDING, MADE DURING THE BATTLE YESTERDAY, AS EXHIBIT ONE.

IT IS RIGHT THAT YOU SHOULD DIE NOW, FOR YOU ARE SOON TO BE AN EXTINCT BREED, LEAVING YOUR COUNTRY DEFENSELESS.

MY EMPLOYER BELIEVES THAT WHEN TONY STARK IS DEAD, THERE WILL BE NO ONE TO SPEAK FOR YOUR KIND...

...AND YOUR OWN GOVERNMENT WILL HUNT YOU DOWN AND ERADICATE YOU.

GENTLEMEN, I CAN GIVE YOU ALL THE TECHNICAL, LEGAL-SPEAK REASONS WHY THIS ACT IS A DANGEROUS STEP. BUT THE BIGGEST REASON IS ALWAYS THE SIMPLEST.

IF IT GOES WRONG, AS THESE THINGS TEND TO... IT COULD LEAD TO A KIND OF UNILATERAL DISARMAMENT OF OUR SUPER-POWERED CITIZENS.

WHICH IS *EXACTLY* WHAT OUR ENEMIES WANT.

PUBLIC OPINION IS, AT THE MOMENT, EVENLY DIVIDED ON THE IDEA OF FORCED REGISTRATION.

GIVEN THAT DIVISION, PERHAPS IT MIGHT BE BEST TO TABLE THIS ACT FOR THE TIME BEING.

PERHAPS.

IN WHICH EVENT THAT RECORDING WOULD APPEAR TO BE VERY CONVENIENT TO YOUR ARGUMENT, MR. STARK.

WHICH OF COURSE RAISES THE OBVIOUS QUESTION--

--HOW DO WE KNOW IT IS AUTHENTIC?

I CAN ANSWER THAT, SENATOR.

I WAS THERE. I CAN VOUCH FOR ITS AUTHENTICITY.

AND THERE'S SOMETHING *ELSE* I'D LIKE TO SAY TO THIS COMMITTEE--

HE NEVER LEARNS...

--AND IT'S THIS...

...YOU'RE RIGHT.

IT *WOULD* BE SIMPLER, AND MORE LEGAL, IF GUYS LIKE ME REGISTERED. IF WE WERE REGULATED, LIKE THE AMA OR ANY OF THOSE OTHER INITIAL-GROUPS.

THE PROBLEM IS THAT AFTER REGISTRATION ALWAYS COMES REGULATION.

YOU'RE ALL GOOD GUYS. BUT IF YOU HAD TO START DECIDING WHAT SORTS OF THINGS SUPERS *SHOULD* GET INVOLVED WITH, THEN YOU START ELIMINATING THE THINGS THEY SHOULD *NOT* GET INVOLVED WITH.

IN YOUR WELL-MEANING OPINION.

BUT GUYS LIKE ME GET INVOLVED IN THINGS SOMETIMES BECAUSE NOBODY ELSE *WILL*...BECAUSE IT'S NOT IN THE RULE BOOK, OR IT'S POLITICALLY INCONVENIENT, OR IT'S TOO WEIRD, OR--

--OR SIMPLY BECAUSE NOBODY ELSE *CARES*.

THE GOVERNMENT, THE BIG CORPORATIONS, THE MONEY GUYS...THEY ALL HAVE PLENTY OF PEOPLE WILLING TO PUT IT ALL ON THE LINE TO DEFEND THEM.

BUT SOMEBODY ON THE EDGE, SOMEBODY IN TROUBLE...THE KIND OF GUY WISER MINDS WOULD SAY SHOULD BE LEFT TO SOLVE HIS *OWN* PROBLEMS...

...WHO DOES HE GO TO?

LOTS OF THE OTHER SUPER-GUYS LIVE IN SHADOWS BECAUSE WHAT THEY DO IS STUFF YOU'D NEVER, *EVER* WANT TO KNOW ABOUT... BECAUSE YOU'D NEVER SLEEP WELL AGAIN.

LEAVING THEM ALONE TO OPERATE AS THEY SEE FIT GIVES YOU DENIABILITY, AND LETS THEM DIVE IN WHERE LOGIC WOULD SAY "STAY AWAY."

SO MAYBE THE BEST SOLUTION WOULD BE A KIND OF GOOD SAMARITAN LAW, LIKE THEY HAVE FOR DRIVERS, WHERE YOU CAN PROTECT EVERYBODY WHEN ONE PERSON DIVES IN TO DO SOMETHING TO HELP--

--WHILE EVERYBODY ELSE JUST DRIVES PAST.

YOU MAKE SOME INTERESTING AND COMPELLING POINTS, SON--

I WASN'T FINISHED.

THANK YOU, SIR, I'M JUST--

YESSIR.

AS I SAID... INTERESTING POINTS.

BUT IF YOU WANT THEM TO GO ON THE ***RECORD***, IF YOU WANT THEM TO BE ***CONSIDERED***, YOU MUST REMOVE THE MASK, SIT IN THE WITNESS CHAIR, AND SWEAR TO YOUR TESTIMONY UNDER OATH.

MEANING THAT YOU WILL HAVE TO PROVIDE THIS COMMITTEE WITH YOUR FULL NAME AND PLACE OF RESIDENCE.

ARE YOU WILLING TO DO THAT, SON?

I CAN'T.

AND ***THAT***, SON, IS EXACTLY ***WHY*** THIS LEGISLATION ISN'T GOING TO GO AWAY.

THIS IS A NATION OF ***LAWS***, AND THOSE LAWS ARE MEANINGLESS WITHOUT THE ABILITY TO ***ENFORCE*** THEM ***EQUALLY***.

YOU MAY BE ABOVE THE ***GROUND***, SON, BUT YOU ARE NOT ABOVE THE ***LAW***. THAT SUPER-POWER WE ALLOW TO NO ONE IN THIS REPUBLIC.

THE SENATE RECORDER IS INSTRUCTED TO STRIKE THE STATEMENTS OFFERED HERE FROM THE RECORD.

YES, SIR.

SO...I SHOULD GO, THEN.

I THINK THAT WOULD BE ADVISABLE.

"NOW, MR. STARK, IF WE CAN RETURN TO YOUR *SWORN* TESTIMONY..."

HEY, PETER.

HEY, BOSS.

LOOK, I WAS THINKING ABOUT HOW I MOUTHED OFF IN THERE, AND IF YOU WANT TO FIRE ME--

NO. YOU SPOKE YOUR MIND ABOUT SOMETHING IMPORTANT. REPUBLICS DIE WHEN PEOPLE STOP DOING THAT.

MAIN THING IS, REGARDLESS OF WHAT WAS ACTUALLY ALLOWED ON THE RECORD, WE GAVE THEM A LOT TO THINK ABOUT.

SO YOU THINK WE STOPPED THEM?

NO, BUT BARRING ANYTHING TO TURN PUBLIC OPINION AROUND, WE'VE MUDDIED THE WATERS ENOUGH TO SLOW THE PROCESS DOWN.

WE BUY A YEAR HERE, A YEAR THERE, AND SOONER OR LATER THESE THINGS DIE OF THEIR OWN WEIGHT.

GOOD... GOOD.

SO WHAT *ELSE* IS ON YOUR MIND?

I...IT'S NOTHING, I--

NOW YOU'RE GOING TO CLAM UP? WHERE WAS THAT IMPULSE EARLIER?

IT'S JUST--

--SOMETHING'S BEEN BOTHERING ME. I MEAN, NOBODY OUTSIDE THE SENATE COMMITTEE KNEW YOU WERE COMING IN YESTERDAY, EVEN THE REPORTERS DIDN'T KNOW.

BUT THE TITANIUM MAN KNEW. AND RIGHT BEFORE HE ATTACKED, YOU WERE IN A REAL HURRY TO GET AWAY FROM EVERY-BODY, ALMOST AS IF YOU--

AS IF WHAT, PETER?

NOTHING. I GUESS.

I WAS SO WORRIED EARLIER THAT I'D DAMAGED THIS PLACE. BEAUTIFUL, ISN'T IT?

YES, IT IS.

I'VE ALWAYS ADMIRED LINCOLN. WHEN THE SOUTH BEGAN GOING ITS OWN WAY, HE KNEW THAT TAKING A POSITION AGAINST THEM WOULD LEAD TO CIVIL WAR.

BUT HE DID IT ANYWAY. BECAUSE HE UNDERSTOOD SOME-THING...UNDERSTOOD IT MORE PERHAPS THAN ANYONE ELSE IN THAT TIME.

HE KNEW THAT A HOUSE DIVIDED AGAINST ITSELF CANNOT STAND... A NATION CANNOT BE DIVIDED AND SURVIVE.

UNDER HIS ADMINISTRATION, BROTHER HUNTED DOWN BROTHER, FRIEND TURNED AGAINST FRIEND. IT WAS TERRIBLE. IT WAS BLOODY.

IT WAS ***NECESSARY.***

BECAUSE AT THE END, THE REPUBLIC HELD, AND THE NATION WAS RESTORED.

I SOMETIMES WONDER IF I WOULD HAVE HAD THE COURAGE TO DO AS HE DID.

YEAH, WELL, FORTUNATELY THAT WON'T BE NECESSARY, WHICH IS A GOOD THING--

--BECAUSE I DON'T THINK THE END OF THAT STORY WORKED OUT TOO WELL FOR MR. LINCOLN.

TONY...GIVEN HOW TITANIUM MAN'S SUDDEN APPEARANCE HELPED ENCOURAGE THE COMMITTEE TO CONSIDER THAT MAYBE REGISTRATION WASN'T IN OUR BEST NATIONAL INTEREST--

--I MEAN, YOU'D *TELL* ME IF YOU--

OF COURSE I WOULD, PETER...

"...OF COURSE I WOULD."

YOU HAVE THE MONEY?

RIGHT HERE, IN UNMARKED BILLS, AS YOUR AGENCY SPECIFIED.

MR. STARK ASKED ME TO TELL YOU THAT YOUR COOPERATION WAS BOTH APPRECIATED AND WELL-TIMED.

YES, WELL, YOU SHOULD HAVE TOLD ME THAT SPIDER-MAN WOULD BE THERE.

I WANTED YOU TO REACT HONESTLY.

YOU DID.

YES. I SPOKE THE TRUTH--

--IT WAS ALL THE TRUTH...WHAT HAS BECOME OF US IN RUSSIA...AND WHAT WILL BECOME OF YOU, VERY SOON, I THINK.

WHEN YOUR GOVERNMENT TURNS ON YOU...WHEN YOU ARE HUNTED AND DRIVEN OUT... I WONDER--

--HOW WILL YOU FEEL THE DAY YOU RUN ERRANDS FOR OTHER PEOPLE... FOR BRIEFCASES FILLED WITH MONEY?

SAY "MOOSE AND SQUIRREL." JUST ONCE.

AMERIKANSKI HUMOR.

BUT SOON, NOT SO FUNNY, YES?

"SOON, NOT SO FUNNY AT ALL."

YOU GONNA BE IN THE SHOWER MUCH LONGER, MJ?

JUST A FEW MINUTES.

GOOD...I CAN *NOT* SEEM TO KEEP MY EYES OPEN.

YOU'VE HAD A LONG DAY, PETER. THAT'S A LOT OF STRESS.

WHY DON'T YOU TURN ON THE NEWS AND ZONE OUT? THAT'LL PUT YOU TO SLEEP.

OKELY-DOKELY.

--WHERE THE YANKEES PULLED IT OUT AGAINST KANSAS CITY 6-5 IN THE BOTTOM OF THE TENTH.

CLICK!

IT WAS A TENSE BATTLE WITH TWO MEN ON BASE WHEN DEREK JETER HIT A GROUND-RULES DOUBLE THAT BROUGHT BOTH MEN HOME, AND--

--JUST A SECOND, WE'RE GOING TO--

IS THIS RIGHT?

DO WE HAVE CONFIRMATION?

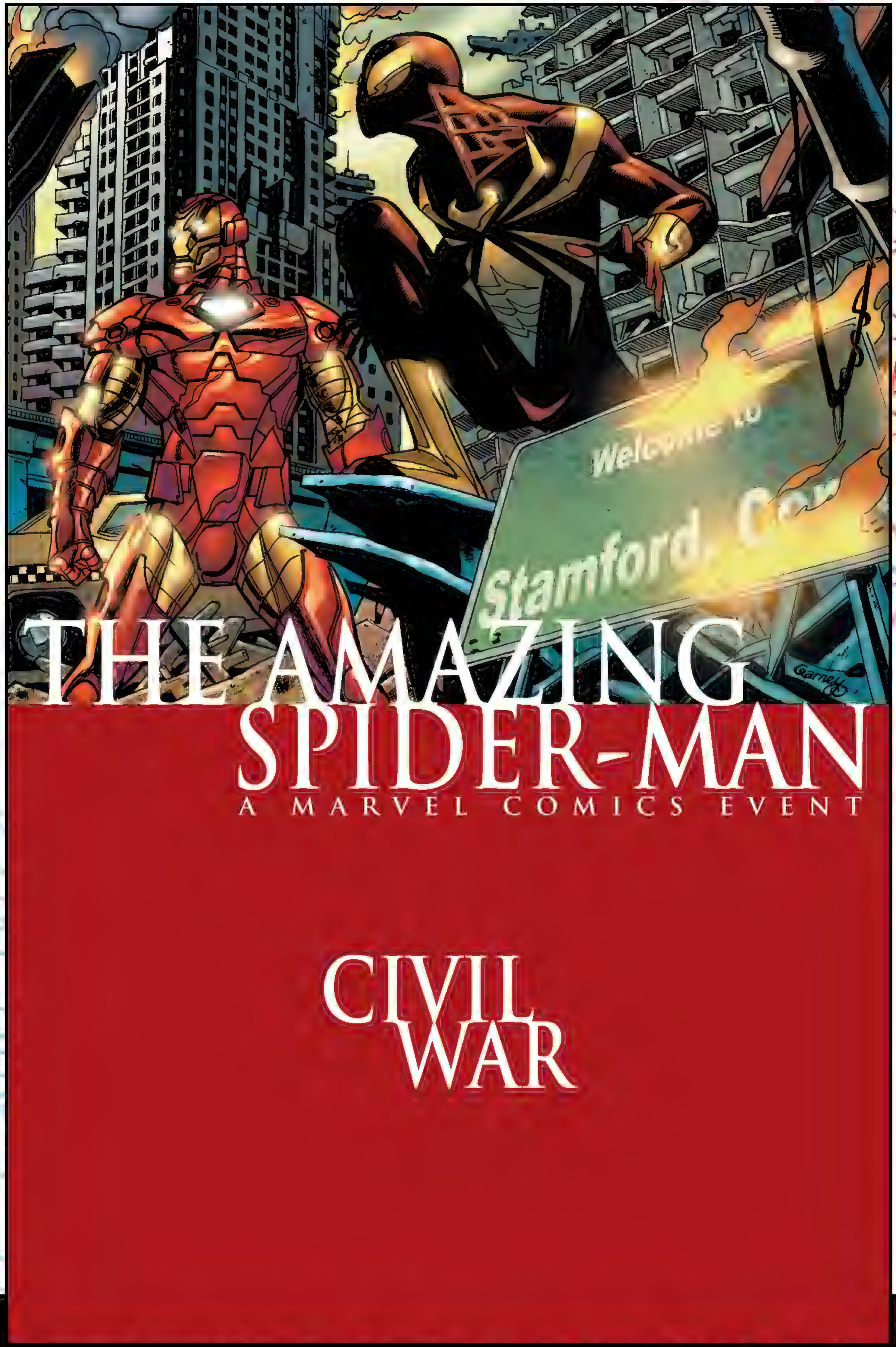
TO OUR VIEWING AUDIENCE, WE'RE JUST GETTING CONFIRMATION...BUT ACCORDING TO THE A.P. THERE'S BEEN A DISASTER IN STAMFORD, CONNECTICUT--

--INITIAL REPORTS ARE INDICATING AT LEAST...AT LEAST SIX HUNDRED HAVE BEEN KILLED AND COUNTLESS MORE BADLY WOUNDED...

ACCORDING TO AUTHORITIES ON THE SCENE, THE PERSON RESPONSIBLE FOR ALL THIS DEVASTATION IS...

...IS THIS RIGHT?

WHO OR WHAT IS SPEEDBALL?



THE AMAZING SPIDER-MAN

A MARVEL COMICS EVENT

CIVIL WAR

AMAZING SPIDER-MAN #532 "THE WAR AT HOME, PART ONE OF SIX"

RIGHT NOW....

The War at Home

PART ONE OF SIX

AUNT MAY... MJ...I NEED YOUR HELP. I NEED TO MAKE A DECISION, AND--

--GOD, I JUST...I DON'T KNOW WHAT TO DO.

BECAUSE DEPENDING ON WHAT WE DO HERE IN THE NEXT FEW HOURS--

--IN A FEW DAYS, THERE MAY NOT *BE* A SPIDER-MAN ANYMORE.

Where do I start?

At the beginning, I guess...

"HOW BAD IS IT, BOSS?"

I DON'T KNOW, PETER. THE LOCAL FIRST RESPONDERS IN STAMFORD ARE STILL SORTING THROUGH THE DEBRIS LOOKING FOR SURVIVORS.

DEPENDING ON HOW MANY WERE KILLED, THIS IS BAD...OR IT'S *VERY* BAD.

DO WE KNOW WHAT HAPPENED?

"IT LOOKS LIKE THERE WAS A FIGHT BETWEEN TWO GROUPS OF POWERS. WE'RE STILL TRYING TO FIGURE OUT WHO WAS FIGHTING, AND ABOUT WHAT.

"THINGS GOT...OUT OF CONTROL."

WE'RE STILL LOOKING FOR WITNESSES WHO CAN TELL US WHO STARTED IT AND WHY, BUT--

BREEP-BREEP

YEAH?

WHAT'VE WE GOT? NO, JUST GIVE IT TO ME STRAIGHT, I--

OH, GOD...ARE YOU SURE?

BOSS? WHAT--

A SCHOOL, PETER...THEY TOOK OUT A SCHOOL, CROWDED WITH PEOPLE...WITH *KIDS*, AND--

WE'RE LOOKING AT OVER 600 DEAD. MAYBE MORE.

THIS IS BEYOND VERY BAD, PETER. FAR, *FAR* BEYOND...

TWO HOURS LATER...

"IN EVERYONE'S LIFE, PETER, THERE'S AN 'IT'...YOUR WIFE LEAVES YOU, OR YOU GET CANCER. THERE'S YOUR LIFE BEFORE 'IT' AND YOUR LIFE AFTER 'IT.'

"9/11 WAS AN 'IT' OF NATIONAL MAGNITUDE.

"AND STAMFORD... IS GOING TO BE ANOTHER ONE."

"LOOK AT THEM, TONY--"

--THE WAY THEY'RE LOOKING AT US, THE RAGE IN THEIR EYES, IT'S AS IF THEY THINK WE'RE RESPONSIBLE.

AND WHY NOT? NO, WE'RE NOT RESPONSIBLE. BUT WE'RE IN THE SAME FRATERNITY OF POWERS.

WE'RE THE SECOND COUSINS OF THE GUYS WHO ARE RESPONSIBLE FOR THE DEATHS OF THEIR LOVED ONES.

THEY HATE US.

I DON'T BLAME THEM.

EVEN SO, WE SHOULD GO BACK DOWN THERE--

NO.

THERE COULD BE SURVIVORS--

NO.

WE'VE ALREADY HELPED DIG OUT ALL THE BODIES.

THEN WHAT ARE WE STILL *DOING* HERE IF WE'RE NOT *DOING ANYTHING?*

WE'RE HERE FOR THE SAME REASON HE'S HERE.

WHO?

I'M NOT SEEING ANY--

OH.

TRACK THE HELICOPTER WITH JUST YOUR EYES AND LET THE CYBERNETIC SYSTEM ZOOM IN FOR YOU.

HIS OFFICE CALLED FROM THE WHITE HOUSE AS HE WAS LEAVING. THEY WANTED ME TO BE HERE. THEY WANTED ME TO SEE WHAT HE SAW, AS HE WAS SEEING IT--

THREE HOURS LATER...

"--SO WE COULD TALK ABOUT IT AS SOON AS HE GOT BACK."

TONY--

THIS IS THE WHITE HOUSE, NOT CHURCH, PETER. YOU DON'T HAVE TO WHISPER.

SAYS YOU.

I AM SO OUT OF MY LEAGUE. I'M JUST A KID FROM THE NEIGHBORHOOD, TONY. WHAT AM I DOING IN--

--THE WHITE HOUSE.

I THINK I GOTTA PEE.

MR. STARK, THE PRESIDENT WILL SEE YOU NOW.

I'LL JUST BE A FEW MINUTES, PETER. WAIT HERE.

TRY NOT TO TOUCH ANYTHING BREAKABLE.

YESSIR.

UHMM...HI, LISTEN, IS...THERE A RESTROOM ANY-WHERE AROUND HERE I CAN--

DON'T WORRY. YOU CAN RELY ON ME, MR. PRESIDENT.

WHAT HAPPENED?

TONY? WAIT UP--

WHAT DID HE SAY?

TWO THINGS.

FIRST, AS A FORMER SECRETARY OF STATE, AND ONE OF THE MOST VISIBLE FIGURES IN OUR LITTLE FRATERNITY, HE WANTED ME TO KNOW THAT CONGRESS WILL MEET LATER TODAY TO PUSH THROUGH THE SUPER-HUMAN REGISTRATION ACT.

IT'LL BE SIGNED WITHIN A WEEK OR SO.

YOU DON'T NEED A RICHTER SCALE TO KNOW THERE'S BEEN A TECTONIC SHIFT IN THE WAY THE COUNTRY SEES US, PETER. YOU CAN ***FEEL*** IT. THE WHOLE COUNTRY JUST SHUDDERED.

THEY WANT THE POWERS ***IDENTIFIED, RESPONSIBLE*** AND ***CONTROLLED***. STARTING IMMEDIATELY.

BUT...YOU'RE GONNA FIGHT THIS, RIGHT?

WE...I MEAN, ALL ***THOSE GUYS*** WHO HAVE OTHER NAMES, ***REAL*** NAMES THEY'VE WORKED SO HARD TO PROTECT...THEY'RE NOT GOING TO JUST ROLL OVER AFTER ALL THAT.

I MEAN... LOOK AT YOUR CASE. IT TOOK YOU ***YEARS*** TO CONVINCE EVERYONE YOU WEREN'T IRON MAN ANYMORE.

I KNOW. WHICH BRINGS ME TO THE SECOND POINT.

HE ASKED ME, STRAIGHT-UP, IF I WAS BACK TO BEING IRON MAN.

AND YOU--

I TOLD HIM YES, PETER.

YOU WHAT?

THE *PRESIDENT* OF THE *UNITED STATES* ASKED ME A QUESTION, PETER.

I TOLD HIM THE TRUTH.

I TOLD HIM I WAS IRON MAN.

BUT THAT'S NOT THE WORST OF IT, PETER. NOT TODAY. NOT BY A LONG SIGHT.

NOT FOR *ME*--

--AND NOT FOR *YOU*.

BUT...I HAD NOTHING TO *DO* WITH WHAT HAPPENED AT STAMFORD.

DOESN'T MATTER.

THE WORLD WHERE THAT MADE A DIFFERENCE JUST ENDED. THE RULES HAVE CHANGED, AND ONCE THE PRESIDENT SIGNS THAT ACT, THOSE RULES BECOME *LAW*.

HERE'S HOW IT'S GOING TO WORK FROM THIS DAY ON, PETER:

"EVERYBODY--*EVERYBODY*--IN A MASK IS GOING TO HAVE TO TAKE IT OFF, REVEAL HIMSELF, AND REGISTER WITH THE GOVERNMENT."

"GOOD GUYS *AND* BAD GUYS?"

"YOU STILL DON'T GET IT, PETER--

"--RIGHT NOW, IN THE EYES OF THE PEOPLE AND THE GOVERNMENT, FOR AS LONG AS WE REMAIN ANONYMOUS--

"--WE'RE *ALL* BAD GUYS.

"THOSE WHO REFUSE TO COMPLY WILL BE HUNTED DOWN AND ARRESTED... ALONG WITH ANYONE WHO AIDED OR ABETTED THEM IN KEEPING THEIR IDENTITIES SECRET.

"THEIR ASSETS WILL BE FROZEN, THEIR HOMES SEIZED.

"AND FINALLY, THEY WILL BE JAILED. IMPRISONED.

"SOME, POTENTIALLY, FOR A VERY, VERY LONG TIME."

THIS IS GOING TO SPLIT THE POWERED COMMUNITY RIGHT DOWN THE MIDDLE, PETER. AND I HAVE TO KNOW WHERE YOU STAND.

I STAND WITH YOU, TONY. I TOLD YOU THAT. I MADE A PROMISE. I DON'T DO THAT SORT OF THING LIGHTLY.

I KNOW.

PETER, I *HAVE* TO TAKE THE LEAD IN MAKING THE OTHER POWERS REGISTER. IF I DON'T, SOMEONE ELSE WORSE WILL. AND FRANKLY... I THINK IT'S THE RIGHT THING TO DO AT THIS POINT.

I WANT YOU AT MY SIDE, PETER. BUT I NEED YOU AS BOTH PETER...AND SPIDER-MAN.

OPENLY.

BOSS...?

TONY...?

WHAT... WHAT ARE YOU *SAYING?*

I'M SAYING THAT, BECAUSE OF MY POSITION, I HAVE TO MAKE SURE EVERY-THING IS ON THE UP-AND-UP. THAT MEANS THAT THE ONLY WAY THAT PETER PARKER CAN WORK WITH ME--

--IS IF SPIDER-MAN UNMASKS.

I CAN'T...DON'T ASK THAT OF ME. ANYTHING ELSE, BUT NOT THAT.

IT'S NOT ME ASKING, PETER. IF YOU *DON'T* UNMASK, YOU'LL BE JUST LIKE THE OTHER POWERS WHO DEFY THE LAW.

WANTED CRIMINALS. HUNTED. JAILED. NOT JUST YOU, BUT MJ AND YOUR AUNT, BECAUSE THEY'D BE CONSIDERED ACCOMPLICES.

IF YOU TURN AGAINST THE LAW, I CAN'T HAVE YOU WITH ME. I WON'T BE ABLE TO PROTECT YOU...OR YOUR FAMILY.

GOD... GOD, GOD, GOD...

WE LIVE IN A TIME WHEN EVERYONE HAS HAD TO MAKE SACRIFICES OF THEIR PRIVACY.

WIRETAPS. INCREASED SURVEILLANCE. RANDOM SEARCHES AT AIRPORTS.

DID YOU REALLY THINK WE WOULD BE IMMUNE TO THAT FOR LONG? AFTER WHAT HAPPENED IN STAMFORD?

I'VE TOLD THE FLIGHT CREW TO TAKE YOU BACK TO NEW YORK.

YOU'RE NOT COMING?

I CAN'T. I HAVE ANOTHER MEETING WITH THE PRESIDENT AFTER HE SIGNS THE REGISTRATION ACT.

PETER, I'M STANDING BEHIND REGISTRATION.

I KNOW THIS IS A BIG STEP FOR YOU. MY PILOT HAS INSTRUCTIONS TO PICK YOU UP IF YOU WANT TO STAND BY ME.

IF NOT... NOT.

"GOODBYE, PETER."

RIGHT, YES, I...YES, I KNOW IT'S LATE AND YOU'RE ABOUT TO CLOSE, BUT COULD YOU GIVE ME THE TOTAL AMOUNT IN MY ACCOUNTS?

NO, NOT THE SHARED ACCOUNTS WITH MY WIFE, JUST MINE. RIGHT, SAVINGS, CHECKING, EVERYTHING.

UH-HUH... AND THAT CAN BE WITHDRAWN ANY TIME I WANT.

MINUS TWO THOUSAND IN THE IRA, RIGHT.

THANKS.

$11,273.47

"AUNT MAY...MJ...I NEED YOUR HELP. I NEED TO MAKE A DECISION, AND--

"--GOD, I JUST... I DON'T KNOW WHAT TO DO."

RIGHT NOW...

BECAUSE, DEPENDING ON WHAT WE DO HERE IN THE NEXT FEW HOURS--

--IN A FEW DAYS, THERE MAY NOT BE A SPIDER-MAN ANYMORE.

THE MOMENT I PUT ON THAT MASK AND WALK OUT THE DOOR...I BECOME A CRIMINAL.

YOU'RE *NOT* A CRIMINAL, PETER. IT'S NOT YOUR FAULT IF THEY MOVED THE GOALPOSTS. IN YOUR HEART--

MY HEART ISN'T THE ISSUE, MJ. IT'S THE LAW, AND THE LAW HAS A TENDENCY NOT TO PAY ATTENTION TO THE HEART.

OKAY, THEN LET'S LOOK AT OUR OPTIONS. IF YOU GO ALONG WITH THIS...IF YOU GO PUBLIC...DOES THAT REALLY SOLVE THE PROBLEM?

IS TONY GOING TO EXPECT YOU TO HELP HUNT DOWN WHOEVER DOESN'T COME OUT OF THE CLOSET?

PROBABLY.

ARE THEY GOING TO EXPECT YOU TO NAME NAMES?

YOU MEAN, LIKE BACK IN THE 50s? *"ARE YOU NOW OR HAVE YOU EVER BEEN...?"*

I DON'T KNOW. MAYBE. EXCEPT I DON'T KNOW ANYBODY THAT TONY DOESN'T KNOW.

WHICH RAISES ANOTHER QUESTION.

IF YOU *DON'T* GO PUBLIC... WILL HE TURN YOU IN? IF HE'S ASKED...WILL HE NAME *YOUR* NAME?

I DON'T KNOW, MJ. I DON'T *THINK* SO...I *THINK* HE WOULD RESPECT ME TOO MUCH FOR THAT, BUT--

BUT YOU DON'T KNOW.

NO... I DON'T KNOW.

GOD, I HATE THIS...I FEEL LIKE THE WALLS ARE PRESSING IN ALL AROUND ME. ALL MY LIFE, I'VE BEEN SO CAREFUL TO HIDE THIS. JUST THE IDEA OF TAKING OFF THE MASK IN PUBLIC--

--MAKES ME FEEL LIKE SOMEONE JUST PUNCHED ME IN THE GUT.

I KNOW YOU'RE UPSET, PETER, BUT I WANT YOU TO KNOW WE'RE IN THIS TOGETHER, NO MATTER WHAT YOU DECIDE.

IT'S NOT JUST MY DECISION, MJ...WE *ALL* HAVE TO AGREE, BECAUSE THIS AFFECTS YOU TOO. *BOTH* OF YOU.

IF I *DON'T* COME OUT, I'LL HAVE TO GO ON THE RUN.

WE'LL GO WITH YOU.

NO...YOU CAN'T. THE MOMENT YOU DO, THEY CAN ARREST *YOU* AS WELL FOR AIDING AND ABETTING.

IF I GO, I GO ALONE...NO HELP, NO CONTACT, NO MONEY OTHER THAN MY OWN--

CAN I--

--CAN I SAY SOMETHING?

OF COURSE, AUNT MAY. I MEAN, I THINK WE KNOW WHERE YOU STAND, BUT--

NO, I RATHER SUSPECT YOU DON'T, PETER.

WHEN I FOUND OUT YOU WERE SPIDER-MAN, ONCE I GOT OVER THE SHOCK, DO YOU KNOW WHAT MY FIRST EMOTION WAS?

ANGER.

I KNOW...YOU WERE DISAPPOINTED AT ME FOR LYING TO YOU ALL THOSE YEARS, AND--

NO, PETER. I WASN'T ANGRY AT *YOU*.

I WAS MAD AT THE *WORLD*. BECAUSE PARTS OF THAT WORLD CALLED SPIDER-MAN A MONSTER. A CRIMINAL, EVEN BEFORE THIS NEW LAW. AND IF I KNOW *ANY*-THING ABOUT MY NEPHEW--

--IT'S THAT HE IS *NOT* A CRIMINAL.

THERE ARE *HUNDREDS* OF PEOPLE ALIVE RIGHT NOW BECAUSE *YOU* WERE THERE AT THE RIGHT MOMENT.

YOU HAVE *NOTHING* TO BE ASHAMED OF. AND *MUCH* TO BE PROUD OF.

I'M *PROUD* OF YOU, PETER. AND NOW, MAYBE, IT'S TIME FOR THE WHOLE *WORLD* TO BE PROUD OF YOU. TO *KNOW* YOU, AS I KNOW YOU.

I KNOW YOU ARE, AUNT MAY, BUT I HAVE AN OBLIGATION TO *PROTECT* YOU. I MADE A *PROMISE*--

YES, YOU DID.

AT SIXTEEN.

A CHILD'S PROMISE THAT HAS NOTHING TO DO WITH HOW THE WORLD *WORKS*.

EVERY DAY, PROSECUTORS AND JUDGES AND GOVERNORS AND SENATORS GO TO WORK, KNOWING THEIR LOVED ONES MAY BE JEOPARDIZED BY THEIR WORK.

BUT *THEY* DON'T WEAR MASKS TO WORK.

DO YOU KNOW *WHY?*

I DON'T KNOW, AUNT MAY...WHY?

BECAUSE THEIR LOVED ONES *WANT* IT THAT WAY.

BECAUSE THEY WOULD RATHER DIE THAN SEE THE FACE THEY LOVE, THE FACE THAT GIVES SO MUCH TO THE WORLD, COVERED IN SHAME.

SOME THINGS ARE WORTH THE RISK, PETER.

YOU'RE ONE OF THEM.

MJ...DO SOMETHING...TALK SOME SENSE INTO HER.

PETER--

SHE'LL LISTEN TO YOU, I KNOW IT, I--

SHE'S RIGHT.

DON'T RUN.

STAND YOUR GROUND.

LET THE WHOLE *WORLD* UNDERSTAND WHY WE LOVE YOU--

--MORE THAN LIFE ITSELF.

GO GET 'EM, TIGER.

FOUR DAYS LATER...

I used to wonder which would be harder...having no one to believe in you--

--or someone who believes in you so much that their love could burn you to the ground. Someone who knows you can give more than you think you can.

Not just love. Ferocity.

I think I finally figured that one out. But this one--

Just over one hour until the plane leaves.

I can't do it. I can't.

I've spent so many years hiding this...I just can't do it.

I'll swing by the bank, cash in my accounts...come up with a fake name...head north, to New England or Canada.

Once things calm down, I can come back, or send for MJ and May.

That's it, then. It had to be unanimous, and I vote not to--

PETER?

I KNOW YOU HAVE THAT NICE NEW SUIT TONY MADE FOR YOU, BUT I STITCHED THIS UP FOR YOU DURING THE NIGHT.

THIS WAY THEY'LL KNOW FOR SURE IT'S YOU WHEN THEY SEE YOU.

BEN, AND THEN YOU, ALWAYS SAID, "WITH GREAT POWER COMES GREAT RESPONSIBILITY."

AND RESPONSIBILITY MEANS YOU DON'T RUN AWAY WHEN SOMEONE ASKS, "WHO DID THAT?"

NEXT MORNING...

FIVE MINUTES TO AIR, MR. STARK.

THANK YOU. ANY MESSAGES FOR ME?

NO, SIR. I'M AFRAID NOT.

YOU TOOK US IN WHEN WE HAD NOWHERE TO GO.

YOU'VE BEEN GOOD TO MJ, AND TO AUNT MAY. YOU STOOD BY US. YOU'VE BEEN LIKE--

--LIKE A FATHER TO ME.

I MADE A PROMISE THAT I WOULD STAND BY YOU, NO MATTER WHAT.

I KEEP MY PROMISES, TONY.

DO WHAT YOU HAVE TO. I'LL BACK YOU UP. ALL THE WAY.

LADIES AND GENTLEMEN, I'M SURE I DON'T HAVE TO INTRODUCE YOU TO ONE OF THE LEADING LIGHTS OF THE PRO-REGISTRATION MOVEMENT, MRS. MIRIAM SHARPE.

"MRS. SHARPE, AS YOU MAY RECALL, LOST HER SON IN THE STAMFORD INCIDENT AND KICK-STARTED MY PASSION FOR THE FEDERAL EMPLOYMENT OF *ALL SUPER HEROES.*

"LIKEWISE, I'M PRETTY SURE *SPIDER-MAN* NEEDS NO INTRODUCTION."

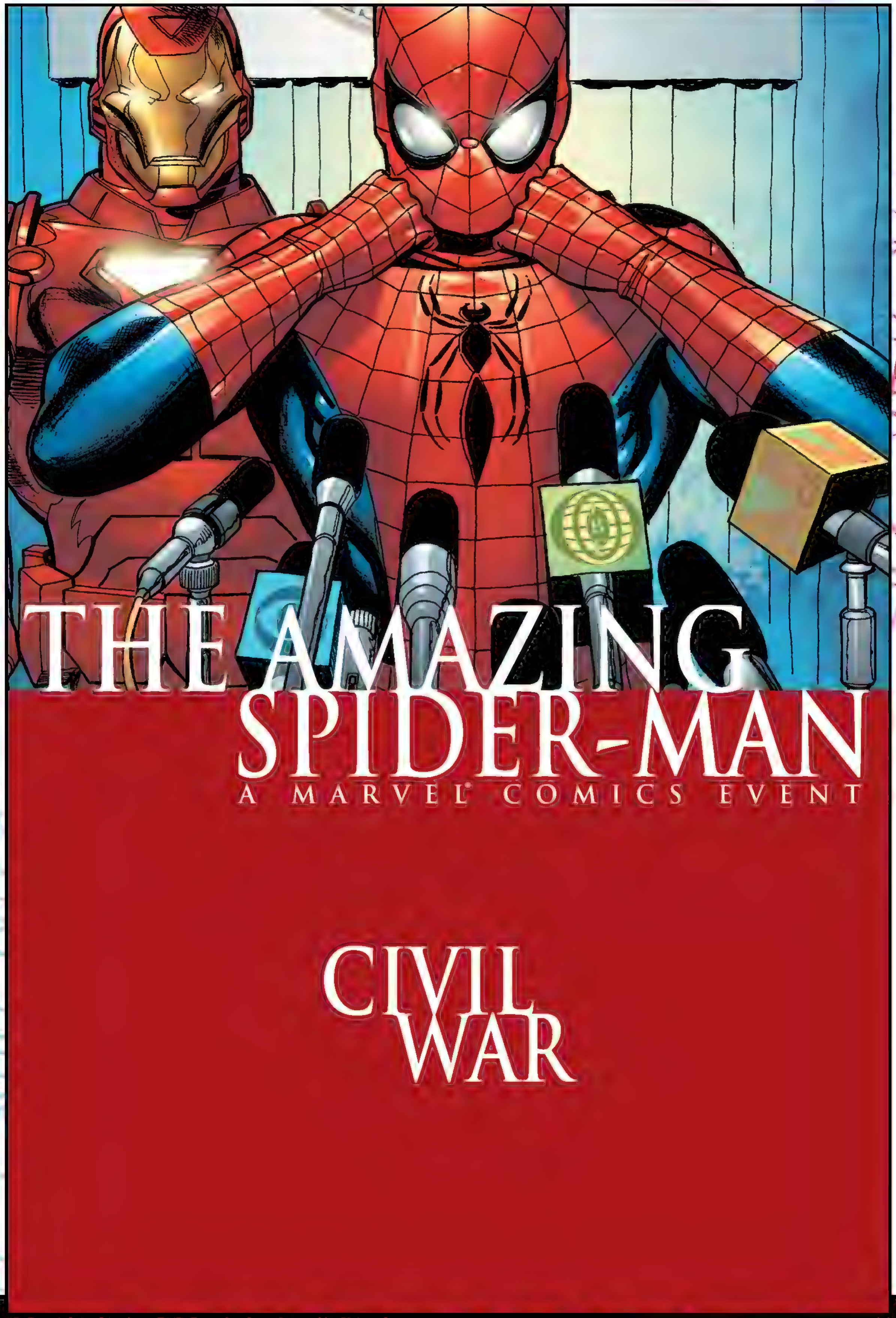
HI. GOOD MORNING.

THANK YOU FOR COMING.

I'M STANDING HERE TODAY BECAUSE--

--WELL, BECAUSE--

--I HAVE AN *ANNOUNCEMENT* TO MAKE.



AMAZING SPIDER-MAN #533

"THE NIGHT THE WAR CAME HOME, PART TWO OF SIX"

MY NAME IS *PETER PARKER*, AND I'VE BEEN *SPIDER-MAN* SINCE I WAS *FIFTEEN YEARS OLD.*

For years, I wondered what would happen if I ever said those words out loud, for the whole world to hear.

Now, at the urging of Tony Stark, and to show my support for the Superhuman Registration Act, I've done just that. And as I stand before a stunned press corps, I wonder--

Now what?

The Night the War Came Home

PART TWO OF SIX

I didn't learn about the first side effect until well after the fact.

Once the news hit the television networks--

Including the porn sites.

--thirty million people went online and did simultaneous Google searches on *Peter Parker* --

--and crashed the entire Internet.

WHAT THE HELL...?!

JJ, ARE YOU--

I'M VERTICAL, ROBBIE, THAT'S THE BEST I CAN DO RIGHT NOW.

FUNNY, I THOUGHT YOU'D BE SPITTING NAILS RIGHT ABOUT NOW.

DID YOU?

HELL, YEAH.

I GAVE UP CIGARS THIS MORNING. I'VE GOT THE PATCH OVER HALF MY BODY, I'M CHEWING NICOTINE GUM--

WHEN I MADE MY DECISION, I REMEMBERED PETER TELLING ME ALL THESE YEARS THAT I SHOULD QUIT. AND I SMILED. BECAUSE--

--BECAUSE AS MUCH AS I GAVE HIM A HARD TIME, AS MUCH AS HE WAS A PAIN IN THE NECK, HE WAS LIKE A SON TO ME. I GAVE HIM HIS START AS A PHOTOGRAPHER, BOUGHT HIS PICTURES EVEN WHEN THE COMPOSITION SUCKED.

IN A WORLD BUILT ON LIES, I THOUGHT, HE'S THE ONLY ONE WHO'S ALWAYS BEEN STRAIGHT WITH ME. THE LAST HONEST GUY IN TOWN.

AND IT WAS ALL A LIE, ROBBIE. I GUESS HE MUST'VE THOUGHT IT REALLY FUNNY... MUST'VE THOUGHT I WAS PRETTY STUPID, HAVING HIM IN HERE ALL THIS TIME, AND NEVER KNOWING.

PROBABLY SPENT WHOLE DAYS JUST LAUGHING AT ME.

CRASH

TELL ME YOU DIDN'T KNOW.
JJ--
TELL. ME. YOU. DIDN'T. KNOW.
I--
I DIDN'T KNOW, JJ. NOBODY DID.
AND I DON'T THINK HE WAS LAUGHING ABOUT IT, JJ. THIS WAS PROBABLY REALLY HARD FOR HIM TO--
DON'T.
JUST... DON'T.
SINCE WE VOUCHED FOR HIS PHOTOS OVER THE YEARS, WE'RE GOING TO HAVE TO MAKE SOME KIND OF STATEMENT.
THE TIMES IS GOING TO HAVE A FIELD DAY WITH THIS.
YEAH... I KNOW.
THERE'S AN OLD SAYING. ENEMIES CAN KILL YOU, BUT ONLY YOUR FRIENDS CAN HURT YOU. SPIDER-MAN WAS A THORN IN MY SIDE. HE TICKED ME OFF, EMBARRASSED ME, INFURIATED ME...
...BUT IT'S PETER WHO HAS FINALLY SUCCEEDED IN HURTING ME.
AND THERE IS A PRICE FOR THAT, ROBBIE.
THERE IS ONE *HELL* OF A PRICE FOR THAT.
"YOU DID THE RIGHT THING, PETER."

IT WASN'T THE *EASY* THING TO DO, BUT IT WAS THE *RIGHT* THING TO DO.

HURRCCHH

I'VE NEVER SEEN THE WASHINGTON PRESS CORPS STUNNED LIKE THAT BEFORE. DID YOU SEE THE LOOK ON THEIR FACES WHEN YOU TOLD THEM YOUR REAL NAME?

HURRCCHH

YOU OKAY, PETER?

NOT POSSIBLE.

I THINK...I JUST WOOFED UP... A HOT DOG...THAT I ATE WHEN I WAS TWELVE.

NO? THERE'S STILL SOME OF IT ON MY SHOES. WANNA SEE?

FOR WHAT IT'S WORTH, PETER, I KNOW EXACTLY WHAT YOU'RE GOING THROUGH. I WENT THROUGH THE SAME THING WHEN I WENT PUBLIC FOR THE FIRST TIME AND--

NO, TONY, YOU *DON'T* KNOW WHAT IT'S LIKE.

YOU *DON'T* KNOW BECAUSE YOU'VE NEVER HAD A *FAMILY* TO WORRY ABOUT. YOU DON'T HAVE MJ AND AUNT MAY TO--

EVERY DAY OF MY *LIFE* SINCE I WAS *FIFTEEN YEARS* OLD I'VE LIVED IN ABSOLUTE *TERROR* OF JUST THIS MOMENT.

I'M SORRY, PETER. YOU'RE RIGHT. I *DON'T* KNOW. I DON'T *HAVE* A FAMILY. YOU DO, AND YOU'VE ALWAYS HONORED THEM AND--

TONY?

YES?

YOU DIDN'T HAVE A FAMILY UNTIL RIGHT NOW. IF THIS GOES WRONG, IF I END UP REGRETTING THIS, IF ANYTHING *HAPPENS* TO ME--

--I WANT YOUR WORD THAT YOU'LL TAKE CARE OF MJ AND MAY.

OF COURSE. YOU HAVE NOTHING TO WORRY ABOUT.

GOOD.

BECAUSE IF ANYTHING HAPPENS TO *THEM* BECAUSE OF THIS AND I'M STILL ALIVE, *YOU'RE* THE ONE WHO'S GOING TO HAVE SOMETHING TO WORRY ABOUT.

IT WON'T, PETER.

I'M JUST SAYING.

I KNOW.

I HAD THEM BRING THE CAR AROUND BACK. THE PLANE IS WAITING TO TAKE YOU BACK TO NEW YORK.

BUT--

I'LL NEED YOU SOON, BUT RIGHT NOW, YOUR PLACE IS WITH YOUR FAMILY.

THIS IS WHERE YOU'RE SUPPOSED TO SAY, "I GUESS MAYBE YOU DO UNDERSTAND WHAT IT'S LIKE TO HAVE A FAMILY."

NOT TODAY, TONY...

...MAYBE TOMORROW, OR THE DAY AFTER, BUT NOT TODAY.

SPIDER-MAN!

Love You, Peter!

OES HIDE BEHIND MASKS!

SPIDER-FREAK REVEALED!

WE KNOW WHO YOU ARE NOW, YOU FREAK! GO BACK UNDER THE WEB YOU CRAWLED OUT FROM!

BOOP-BEEPBOOP-BOOP-BEEP

HELLO?

HEY, SWEETIE... IT'S ME.

PETER!

WE SAW THE WHOLE THING ON CNN. OH, PETER, YOU WERE GREAT! YOU LOOKED SO STRONG, AND CONFIDENT--

I WAS SCARED OUT OF MY MIND.

WE COULDN'T TELL. YOU DID GREAT, HON.

TELL PETER WE'RE PROUD OF HIM.

AUNT MAY SAYS WE'RE BOTH VERY PROUD OF YOU.

THANKS, MJ. I JUST HOPE I DID THE RIGHT THING.

OF COURSE YOU DID. NOW YOU'LL GET THE RESPECT YOU FINALLY DESERVE.

SPIDERS SHOULD BE SQUASHED, NOT SEEN!

YEAH...I'M DEFINITELY...GETTING MORE OF THE WHOLE RESPECT...THING.

THE IMPORTANT THING IS THAT YOU AND AUNT MAY ARE OKAY, AND--

SIR?

UHM... YES?

CALL FOR YOU, SIR. ON THE CAR PHONE.

I'VE GOT A CALL? HERE?

PETER...?

JUST A SEC, MJ, I'VE GOT ANOTHER CALL.

YEAH?

DR. RICHARDS?

PETER? REED RICHARDS HERE.

MAY, I THINK IT'S REED RICHARDS ON THE OTHER LINE.

OH, GOOD, WHAT'S HE SAYING?

I JUST WANTED YOU TO KNOW THAT I WATCHED YOUR PRESS CONFERENCE. TONY TOLD ME YOU WERE GOING TO COME OUT TODAY, AND I JUST WANTED TO SAY WELL DONE.

AS SOMEONE WHO'S BEEN GRACED WITH POWERS, AND WHO'S LIVED MOST OF HIS ADULT LIFE IN THE PUBLIC EYE, I KNOW WHAT YOU'RE FEELING.

YEAH, I'M GETTING A LOT OF THAT TODAY.

HE SAYS HE KNOWS WHAT I'M FEELING.

NOTHING COULD REQUIRE MORE COURAGE, AND YOU'RE VERY MUCH TO BE COMMENDED. I WANT YOU TO KNOW THAT IF THERE'S ANYTHING I CAN DO, PLEASE DON'T HESITATE TO ASK.

I WON'T.

HE SAYS I'M TO BE COMMENDED.

OH, THAT'S SO SWEET.

PETER...?

IT'S MJ, SHE'S ON THE OTHER LINE.

REED RICHARDS TOLD PETER HE'S TO BE COMMENDED, AND IF THERE'S ANYTHING HE CAN DO, TO LET HIM KNOW.

WELL, ISN'T THAT NICE?

REED SAYS TO SAY HELLO.

AND HE SAYS HELLO.

WELL, TELL HIM HELLO FOR ME AS WELL.

REED?

MY AUNT SAYS HELLO.

PETER? IS THAT YOU?

OH, SORRY, SUE, I--

NO, IT'S ALL RIGHT. I WAS GOING TO CALL TO MAKE SURE YOU'RE ALL RIGHT. HOW ARE YOU HOLDING UP AFTER THE BIG REVELATION?

HE'S HANDLING IT VERY WELL, SUE. HE'S A BIG BOY, AND--

I--

REED, I'M SURE HE'S HANDLING IT, BUT THAT'S NOT WHAT I ASKED. I ASKED HOW HE'S FEELING.

SUE, HONEY --

DON'T "SUE, HONEY" ME, HE'S GOING THROUGH A TERRIBLE EXPERIENCE--

I'M NOT ARGUING.

YES, YOU ARE.

PETER, ARE YOU STILL THERE?

ARE THEY STILL THERE?

I THINK SO...BUT I THINK SUE AND REED ARE HAVING A DISAGREEMENT.

PETER STARTED A FIGHT BETWEEN SUE AND REED RICHARDS?

I--

THEY'RE SUCH A LOVELY COUPLE, I CAN'T IMAGINE THEM ARGUING.

WHAT'RE THEY SAYING?

IDEY

PETER, DEAR, I WANT YOU TO KNOW THAT WE'RE HERE IF YOU NEED US.

I WAS JUST TELLING HIM THAT, SUE--

DID YOU TELL HIM WE WOULD BE THERE FOR HIM, OR YOU WOULD BE THERE?

AUNT MAY WANTS TO KNOW WHY YOU STARTED A FIGHT BETWEEN REED AND SUE RICHARDS.

I DIDN'T START ANYTHING.

OF COURSE YOU DIDN'T. WE'RE JUST HAVING A CONVERSATION--

DR. RICHARDS?

MJ, IS THAT YOU?

YES, IT IS.

I JUST WANT YOU TO KNOW HOW MUCH YOUR SUPPORT MEANS TO US.

MJ, IT'S SUE...I WANT YOU TO KNOW THAT YOU CAN ALWAYS COME SEE ME IF YOU WANT TO TALK ABOUT ALL THIS. MAYBE WE COULD GET TOGETHER FOR DINNER AGAIN SOON.

OH, THAT'D BE GREAT, SUE.

GIVE ME A CALL ANYTIME, MJ. AND PLEASE GIVE MAY MY BEST.

MAY, SUE SENDS HER BEST.

"OH, THAT'S SO SWEET OF HER, DON'T YOU AGREE, PETER? PETER...?"

THANKS FOR THE SMOOTH FLIGHT, I DON'T THINK I COULD'VE HANDLED ANY MORE BUMPS TODAY.

MY PLEASURE, SIR. AND GOOD LUCK. PUTTING THAT WHOLE SECRET IDENTITY THING BEHIND YOU MUST BE A BIG RELIEF.

YEAH, IT'S BEEN SWELL--

MR. PARKER?

MY NAME IS PIERCE McPHERSON, I'M WITH THE LAW FIRM OF JOHNSON, McPHERSON AND ROSE. WE REPRESENT THE *DAILY BUGLE*.

THIS LETTER CONFIRMS THE INTENT OF OUR CLIENT TO INITIATE SUIT AGAINST YOU FOR MISREPRESENTATION, FRAUD, BREACH OF CONTRACT AND SEVERAL OTHER RELATED CHARGES.

SO YOU'RE SAYING THEY WANT THE MONEY BACK FOR MY PICTURES?

PLUS PUNITIVE DAMAGES. WE'RE STILL RESEARCHING THE CONTRACTS, BUT WE WILL BE SEEKING DAMAGES OF NO LESS THAN FIVE MILLION DOLLARS.

SHOULD I HAVE THEM BRING THE CAR AROUND?

YEAH...AND TELL THEM TO RUN ME OVER A FEW TIMES WHILE THEY'RE AT IT. JUST SO MY DAY IS COMPLETE.

MR. PARKER!
MR. PARKER!
OVER HERE, MR. PARKER!
ABC NEWS, PETER, CAN YOU GIVE US A FEW COMMENTS?
MR. PARKER!
OVER HERE, MR. PARKER!
PETER, CAN YOU LOOK THIS WAY?
STARK TOWER
LIARS DON'T REELONG
MR. PARKER!
CNN HERE, CAN YOU GIVE US A SHOT OF YOU WALKING UP THE SIDE OF THE BUILDING?
MR. PARKER!
ENTERTAINMENT WEEKLY HERE, MR. PARKER, IS IT TRUE YOU'RE HAVING AN AFFAIR WITH JENNIFER ANISTON?
OVER HERE, MR. PARKER!
MR. PARKER!
OVER HERE, MR. PARKER!
ANYTHING TO SAY FOR THE TIMES, MR. PARKER?
--CONTINUING OUR COVERAGE OF THE EXTRAORDINARY PRESS CONFERENCE HELD THIS MORNING, IN WHICH SPIDER-MAN REVEALED HIS IDENTITY TO A STUNNED WORLD.
BASED ON THAT ANNOUNCEMENT, OUR RESEARCH DEPARTMENT HERE AT UBN HAS BEEN ABLE TO PIECE TOGETHER MORE OF THE STORY.
SPIDER-MAN'S FULL NAME IS PETER BENJAMIN PARKER. AN ONLY CHILD, HE WAS BORN IN FOREST HILLS, NEW YORK, TO RICHARD AND MARY FITZPATRICK PARKER.
COACH
E. THOMPSON
PARKER...?
PUNY PARKER IS SPIDER-MAN?
NO WAY.
GIVEN HIS UNIQUE PLACE AS A NEW YORKER, WE SENT OUR CAMERA CREWS OUT TO GET REACTIONS TO THIS EVENT FROM TYPICAL NEW YORKERS ALL AROUND TOWN.
IT'S GOTTA BE SOME KIND OF TRICK. SPIDEY'S JUST TRYIN' TO FOOL ONE OF HIS ENEMIES. BUT EVEN THEY'RE NOT DUMB ENOUGH TO FALL FOR *THIS*.

ME, I DON'T CARE WHAT HIS REAL NAME IS, HE'S OUR GUY, Y'KNOW? HOW MANY PEOPLE CAN SAY THEY GOT A HERO COMES FROM THE NEIGHBORHOOD, RIGHT?

BROCK, EDWIN

I KNEW ALL ALONG IT HAD TO BE SOMEBODY LIKE THAT. DIDN'T KNOW THE NAME, BUT I JUST HAD A FEELING.

I THINK IT WAS VERY BRAVE OF HIM TO DO THIS, TO DO THE RIGHT THING LIKE THIS.

I JUST HOPE IT DOESN'T CAUSE HIM ANY PROBLEMS.

OH, I THINK IT WILL...

THAT IS THE QUESTION MANY PEOPLE ARE WONDERING TONIGHT: WHAT CONSEQUENCES WILL FOLLOW IN THE WAKE OF TODAY'S REVELATION--

--AND WHAT WILL THE OTHER HEROES, FACED WITH THEIR OWN DECISIONS IN THE WAKE OF THE REGISTRATION ACT, MAKE OF HIS ACTIONS?

FOR PETER BENJAMIN PARKER, A.K.A. SPIDER-MAN, THERE WILL BE NO FURTHER COMMENTS TONIGHT. WE ARE TOLD HE IS SPENDING THE EVENING WITH HIS FAMILY--

--WHERE HIS DRAMATIC DECISION TODAY WILL DOUBTLESS BE TOPIC NUMBER ONE.

YOU'RE SHAKING.

I KNOW. MUST BE A DRAFT IN HERE.

UH-HUH.

YOU DID THE RIGHT THING. I'M PROUD OF YOU.

I HOPE SO, MJ...GOD, I HOPE SO.

PETER? MARY JANE?

YOU SHOULD TAKE A LOOK AT WHAT'S ON THE TV.

WITH ALL DUE RESPECT, AUNT MAY, I'VE SEEN MORE OF MY FACE THAN I EVER WANT TO--

IT'S NOT YOU, PETER--

"--IT'S MR. STARK."

--COMMEND THOSE WHO HAVE COME FORTH TO COOPERATE WITH THE GOVERNMENT IN REGARD TO THEIR PRIVATE IDENTITIES.

LIVE

BUT MANY HAVE MADE CLEAR THEIR DECISION NOT TO COOPERATE. IT IS TO THIS GROUP THAT I WANT TO ADDRESS MY COMMENTS.

OVER THE LAST TEN YEARS, CASUALLY AND THROUGH MY OWN INVESTIGATIONS, I HAVE DETERMINED THE IDENTITIES OF 137 OTHER HEROES. THOSE NAMES ARE ON THE LIST I HAVE IN MY HAND HERE TONIGHT.

THE DEADLINE FOR REGISTRATION HAS COME AND GONE. STARTING THIS TIME TOMORROW, ANYONE ON THIS LIST WHO HAS NOT COME FORWARD TO REGISTER, OR WHO GIVES AID AND COMFORT TO THOSE WHO REFUSE--

--WILL BE HUNTED DOWN, ARRESTED AND IMPRISONED. WITHOUT EXCEPTION.

WHAT ABOUT CAPTAIN AMERICA? HIS IDENTITY IS KNOWN, BUT WORD IS HE'S HELPING HEROES WHO WON'T REGISTER.

WITHOUT EXCEPTION MEANS WITHOUT EXCEPTION.

HOW DO YOU INTEND TO APPREHEND THESE INDIVIDUALS?

WE WILL USE WHATEVER MEANS ARE NECESSARY.

I SHOULD HAVE BEEN CLEARER... DO YOU INTEND TO ARREST THEM YOURSELF, OR HAVE OTHERS SIGNED ON TO HELP OUT?

WE'RE ADDING MORE NAMES EVERY HOUR, AS HEROES DO THE RIGHT THING AND SIGN UP...BUT INITIALLY, YES, WE DO HAVE A STRIKE TEAM CONSISTING OF REED RICHARDS, HANK PYM--

--AND SPIDER-MAN.

WHAT THE--?

PETER... DID YOU KNOW ABOUT THIS?

NO. TONY SAID HE HAD TO STAY BEHIND FOR A WHILE, TAKE CARE OF SOMETHING, BUT I HAD NO IDEA--

PETER...

...DOES THIS MEAN YOU MAY HAVE TO FIGHT CAPTAIN AMERICA?

I HOPE NOT, AUNT MAY.

HE'S...I MEAN, HE WAS A HERO TO MY WHOLE GENERATION. I CAN'T IMAGINE --

I JUST CAN'T IMAGINE.

THIS IS TERRIBLE...

I NEED TO GET OUT OF HERE, MJ. I NEED SOME FRESH AIR, NEED TO THINK.

I'LL GO WITH YOU. I THINK WE COULD *BOTH* USE THE AIR.

QUESTION IS, HOW DO WE GET PAST THE MOB OUT FRONT?

"WE GO OUT THE BACK. I KNOW A WAY THROUGH THE SERVICE ENTRANCE."

I DON'T LIKE THIS, MJ...IT'S ALL HAPPENING TOO FAST. I FEEL LIKE EVERY-THING'S STARTING TO GO OUT OF CONTROL.

AUNT MAY'S RIGHT. I CAN'T IMAGINE HAVING TO GO UP AGAINST CAP--

I'M SURE IT WON'T COME TO THAT. HE'LL COME TO HIS SENSES. HE'S A GOOD MAN, A REASONABLE MAN--

HE'LL NEVER BACK DOWN, NOT IF HE THINKS HE'S RIGHT, HE'D DIE BEFORE--

THERE HE IS!

OVER HERE, YOU TWO!
MRS. PARKER, MJ, HOW DOES IT FEEL TO HAVE YOUR HUSBAND COME OUT OF THE CLOSET?
PETER!
PETER!
SWELL.
OVER HERE, YOU TWO!
IT'S OKAY, WE'LL JUST DEAL--
PETER!

MR. PARKER, A QUESTION!
PETER!
CAN YOU LOOK THIS WAY? PETER! PETER!
PETER?
PETER!
SOMETHING'S WRONG...SPIDER-SENSE IS GOING OFF...BUT THERE'S TOO MANY PEOPLE AROUND...CAN'T GET A FIX--
PETER!
1

PETER!
PETER!
PETER!
I'M CAPTAIN AMERICA'S NUMBER ONE FAN!
PETER!
LOOK, I--
I SAID I'M CAPTAIN AMERICA'S NUMBER ONE FAN--
--AND YOU'RE A TRAITOR TO EVERYTHING HE STANDS FOR!
NO!

CLICK!

Please God--

--let me be--

--fast enough.

BOOM!

AAAAGGH!

GET HIS GUN! GET HIS GUN!

PETER--

IT WAS THE ONLY WAY TO STOP HIM...I COULDN'T RISK THE BULLET MISSING ME AND HITTING SOMEONE ELSE.

I'LL SUE! YOU BLEW UP MY HAND! I'LL SUE YOU!

GET IN LINE.

C'MON, MJ...

"...I HAVE TO GET READY TO HAVE A LITTLE TALK WITH SOMEONE."

I HEARD ABOUT WHAT HAPPENED. IS MJ ALL RIGHT?

DANDY. IT'S BEEN A FIVE-STAR DAY, STARTING WITH YOU...AND ENDING WITH YOU.

WHY DIDN'T YOU TALK TO ME BEFORE YOU THREW MY NAME OUT THERE?

THERE WASN'T TIME.

I TOLD YOU THAT THINGS WERE GOING TO GET HOT. YOU SAID YOU'D BACK MY PLAY, NO MATTER WHAT. I BET BOTH OUR REPUTATIONS ON THAT.

ARE YOU CHANGING YOUR MIND?

I'M *SAYING* THAT IF I HAVE TO GO UP AGAINST SOME OF OUR GUYS, PEOPLE I *TRUST* AND *RESPECT*, I'D LIKE TO AT LEAST BE INCLUDED IN THE PROCESS SO I'M NOT FREAKING *BLINDSIDED* BY THIS!

I CALL YOU *BOSS* BECAUSE I KNOW IT BUGS YOU. DON'T START TAKING IT TOO SERIOUSLY.

YOU'RE RIGHT. I SHOULD HAVE TALKED TO YOU. I APOLOGIZE.

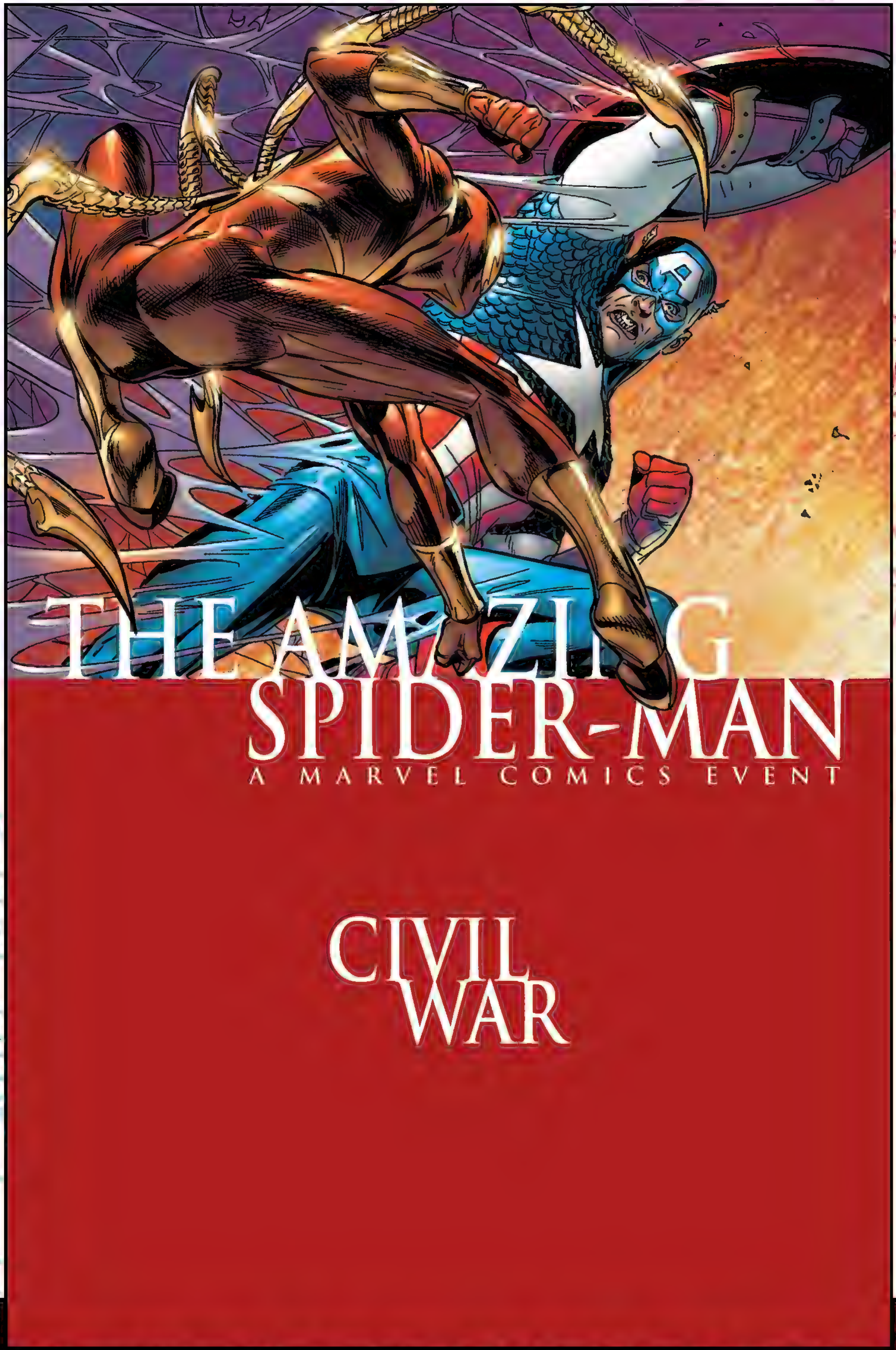
GOOD. THAT'S A START.

NOW CAN WE GET TO WORK?

BECAUSE AS MUCH AS YOU DON'T WANT TO GO UP AGAINST THE VERY PEOPLE WE'VE FOUGHT ALONGSIDE FOR SO MANY YEARS, I DON'T THINK WE'RE GOING TO HAVE MUCH CHOICE IN THE MATTER....

...SO IT'S BEST I INTRODUCE YOU TO THE OTHERS YOU'LL BE FIGHTING WITH IN THIS WAR--

--BEFORE THE DYING STARTS TOMORROW.


THE AMAZING
SPIDER-MAN
A MARVEL COMICS EVENT
CIVIL WAR

"YESTERDAY WE TOOK PART IN PROBABLY THE MOST VIOLENT POLICE ACTION IN TWENTY YEARS, INVOLVING THE VARIOUS POWERS ON EITHER SIDE OF THE REGISTRATION ACT.

"IT WAS BLOODY.

"IT WAS PAINFUL.

"IT WAS NECESSARY.

THE WAR AT HOME

PART THREE OF SIX

"I KNOW IT WAS DIFFICULT FOR MANY OF YOU.

"MORE SO FOR SOME OF YOU THAN OTHERS.

"NONETHELESS, YOU ALL PERFORMED ADMIRABLY.

"YOU SHOULD ALL BE PROUD OF WHAT YOU ACCOMPLISHED."

BUT OUR TASK ISN'T FINISHED YET. THIS MORNING, THOSE WE APPREHENDED ARE GOING TO BE MOVED ACROSS TOWN FROM THE TEMPORARY HOLDING FACILITY TO SOMETHING A BIT MORE PERMANENT.

WE WOULD BE FOOLS NOT TO EXPECT TROUBLE DURING THE MOVE.

FOR THAT REASON, I HAVE TOLD ONLY THE BARE MINIMUM NUMBER OF POLICE FORCES NECESSARY FOR COORDINATION WHICH ROUTE WE WILL BE TAKING, SO THAT THEY, AND WE, CAN SECURE THAT ROUTE.

ONCE WE HAVE ACCOMPLISHED THIS, THE REST OF OUR TASK WILL BE CONSIDERABLY SIMPLER, AT LEAST FOR THE MOMENT.

YOU'LL FIND YOUR INDIVIDUAL INSTRUCTIONS IN THE OTHER ROOM, ALONG WITH WHICH PARTS OF THE ROUTE YOU'LL BE PROTECTING. THAT'S ALL.

YOU'RE BEING QUIET.

I'M NOT FEELING VERY COURT-JESTERISH TODAY.

ANYTHING YOU WANT TO TALK ABOUT?

BUCKETS. BUT WHAT WOULD BE THE POINT? WHAT IS, IS. WE GOTTA FIGHT WHO WE GOTTA FIGHT. THAT'S WHAT YOU SAID.

IT'S NOT ME, PETER, IT'S--

YEAH, I KNOW...WE'RE ALL JUST FOLLOWING ORDERS. DOESN'T MEAN I HAVE TO LIKE IT.

SO LET'S GET THIS PARTY STARTED.

SECTOR ONE CLEAR, WE'RE GOOD TO GO.

SLOW

ALL RIGHT, PEOPLE, HIT IT!

AS THE INTERNAL SCANNERS OF HIS NEW UNIFORM COMB POLICE AND FIRE RADIO FREQUENCIES, HE TURNS HIS ATTENTION ELSEWHERE.

THE CROWD--WELL, AT LEAST HALF OF THEM--APPLAUD THE PASSING CONVOY.

NO NEED TO HIDE

YEAH! GOOD GOING, BOYS!

THE OTHER HALF...NOT SO MUCH.

PETER! YOU SUCK!

REGISTRATION IS TYRANNY

HE STILL HASN'T GOTTEN USED TO PEOPLE CALLING HIM BY NAME WHEN HE'S FLYING THE COLORS...AND DOUBTS HE EVER WILL. AND HE THINKS--

"FOR THE FIRST TIME, I'M ACCEPTED. I'M OUT. I'M ON THE SIDE OF THE LAW, AND THE LAW'S ON MY SIDE. MAY IS PROUD OF ME. MJ IS PROUD OF ME. I'M ON THE RIGHT SIDE OF EVERYTHING.

POLICE

"SO HOW COME SOMETHING SO RIGHT JUST FEELS SO WRONG?"

HEADS UP DOWN THERE, WE'RE COMING INTO THE FIRST TURN.

HEY, TONY, I GOT A QUESTION.

NO FAMILIAR NAMES HERE, SPIDER-MAN. HANDLES ONLY. HELPS KEEP THINGS FROM GETTING CONFUSED IF TWO PEOPLE HAVE THE SAME FIRST NAME.

OKAY...SO MISTER IRON GUY, I GOT A QUESTION.

HOW COME YOU'VE GOT ME RIDING SHOTGUN INSTEAD OF SWINGING UP AHEAD?

BECAUSE I WANT YOU CLOSE TO ME. THE OTHERS CAN **REACT** TO TROUBLE, BUT YOU'RE THE ONLY ONE WHO KNOWS TROUBLE'S COMING **BEFORE** IT HITS.

YEAH, BUT I--

COME AGAIN?

NOTHING. JUST WONDERING.

AND HE GOES VERY QUIET, AS HE THINKS TWO THOUGHTS. FIRST--

"I NEVER TOLD TONY ABOUT MY SPIDER-SENSE. ONLY MAY AND MJ KNOW ABOUT THAT. SO HOW DOES **TONY** KNOW?"

AND SECOND--

"I THINK I NEED TO GO OVER THIS SUIT A LITTLE MORE CLOSELY...FIND OUT HOW MUCH DATA IS COMING IN...

"...AND MORE IMPORTANT, HOW MUCH DATA I DON'T KNOW ABOUT IS GOING OUT."

UH-OH--

WHAT IS IT?

TROUBLE UP AHEAD.

I DON'T SEE ANYTHING... WHERE?

IT FEELS... FEELS LIKE IT'S...

"...UNDERGROUND. HEADING RIGHT FOR US."

OKAY, EVERYBODY, WE CAN'T RISK GETTING INTO A FIGHT WITH THE PRISONERS IN TOW, SO WE'RE SWITCHING TO THE BACKUP ROUTE. ON MY SIGNAL, WE HEAD EAST.

AND...

"...NOW!"

SECONDARY ROUTE IS BLOCKED, REPEAT, SECONDARY ROUTE IS BLOCKED, REQUEST POLICE BACKUP--

NEGATIVE, WE CAN'T STOP WHILE THEY CATCH UP.

DIVERT TO ROUTE C. KEEP MOVING, DON'T STOP.

ROUTE C? OH, NO...

YANCY ST

--THIS CAN'T BE GOOD.

NO STANDING ANYTIME

charge

HEY, FERROUS FELLOW...I GOT ANOTHER BAD FEELING ABOUT THIS.

WHERE'S IT COMING FROM?

UMM...

...EVERY-WHERE.

LET OUR HEROES GO!

YA OUGHTA BE ASHAMED OF YERSELVES!

YOU GUYS STINK!

TIPPECANOE AND TYLER TOO!

WHAT?

SHADDUP!

TEAMS ALPHA AND BETA, DEPLOY IN DEFENSIVE MODE... BUT USE RESTRAINT, WE'RE DEALING WITH CIVILIANS. YOU COPY, WASP?

AFFIRMATIVE, GOLDEN BOY.

GREAT. SEE WHAT YOU'VE STARTED, SPIDER-MAN?

SPIDER-MAN? DO YOU COPY?

I REPEAT, ARE YOU RECEIVING ME?

HE HESITATES AS THE SMALL DANGERS HE SENSES SURROUNDING THEM BLUR INTO A KIND OF WHITE NOISE. OVER THE YEARS, HE HAS GROWN WARY OF THE SMALL DANGERS.

BECAUSE SOMETIMES THE SMALL DANGERS CAN MASK THE BIG DANGER UNTIL IT'S ALMOST--

--MISSILES--

WHAT?

"INCOMING!"

NO! TWO STILL GETTING THROUGH!

CAN'T GET ALL OF THEM--

I'VE GOT 'EM! I'VE GOT 'EM! I'VE--

WHOOSH!

C'MON... JUST...ONE... GOOD...

...HEAVE!

BA-DOOM!

WOW...NOW THERE'S SOMETHING YOU DON'T SEE EVERY DAY.

EDITOR'S NOTE: WHAT'S BEN GRIMM DOING IN THIS SCENE? FOR HIS PART OF THIS VERY SAME STORY TOLD FROM HIS POINT OF VIEW, SEE *FANTASTIC FOUR* #539...BECAUSE IT'S NOT WHAT YOU THINK!

BECAUSE YES, WE DO KNOW WHAT YOU'RE THINKING.

AND REALLY, YOU SHOULD BE ASHAMED OF YOURSELF.

-CRRRK-
ESCAPE ATTEMPT
-CRRRZZZZKTRYING TO JAM FREQ--
ZZZZRRRRKKK--
APPREHEND ANYONE ESCAPING, REPEAT
APP-SSRRRKKK-

HEY SUNSHINE... WHERE YOU GOING? THE FUN'S JUST STARTING--

THAT'S WHERE YOU'RE WRONG, PETER.

THERE IS NO FUN HERE. THERE'S ONLY INNOCENT PEOPLE BEING HURT, AND ARRESTED, AND KILLED.

AND YOU'RE ON THE WRONG SIDE OF THAT EQUATION.

KILLING THE SCRIPT

MAD

FUNNY, I WAS ABOUT TO SAY THE SAME THING TO YOU, FOLLOWED SHORTLY AFTERWARD BY--

--"I DON'T SUPPOSE YOU'D BE INTERESTED IN SURRENDERING PEACEFULLY?"

I'M GOING TO MAKE THIS SHORT, AND TO THE POINT.

I ***RESPECT*** YOU, PETER, AND I KNOW YOU. I KNOW YOUR ***HEART***. I KNOW YOU HATE WHAT YOU'RE DOING, BUT YOU THINK YOU DON'T HAVE ANY OTHER CHOICE.

YOU'RE WRONG. YOU CAN STILL DO THE RIGHT THING. WE COULD USE YOU ON OUR SIDE.

I WON'T ASK AGAIN.

My whole life, all I've ever really wanted is the respect of the people I admire. Aunt May. MJ.

And people like him.

Finally, at last, after so long... I've got it.

And now I'm about to lose it forever.

Forever....

I've seen him fight dozens of times, tried to study his moves--

--there *ARE* no moves. It's all just *ONE* move, from start to finish.

UNNHHH!

--but until this moment, I never realized--

Smooth, quick, a ballet, deadly and fast.

And powerful.

URRRK!

Got to put some distance between us, use the strengths he doesn't have, the webs, the--

Then he throws it.

Throws the symbol of the whole freaking country at me.

Damn...

The shield is perfect geometry in flight...but I have one advantage... I can ***SENSE*** where it's going to end up.

I use it--

--and take away his weapon.

And as I turn, still in midair, I realize I've exposed my back--

--and did exactly what he wanted me to do.

AGGGGH!

Everything's numb below the waist.

He's hit me three times.

I didn't get him once.

Elapsed time--

--ten seconds.

The man knows more about hand-to-hand fighting than I'll ever learn in a hundred years. Makes me feel like a chump.

Fine. Use the anger. Make him fight *MY* way, not his.

He's studied me, that's why he wants to fight close. He knows my every move, my every skill and power.

But he hasn't had time to study these.

First blood.

SULLY MCFLINT ★ VS. ★ TUBBO!

He's surprised... and ticked.

That's how I can beat him. Not fighting him man-to-man--

--but man-to-spider.

BOOM!

WHAT THE--

NO...THE OTHERS...THEY'RE UNDER ATTACK.

HAVE TO GET TO THEM!

Got to hurry, got to--

GET IT... QUICK, MAN, GET IT--

DO YOU KNOW WHAT WE CAN *GET* FOR THIS THING? C'MON, HURRY--

LEAVE IT ALONE, AND WALK OUT OF HERE.

RIGHT. NOW.

They make tracks, fast. Good.

They've got no business even *TOUCHING* that thing.

NOBODY does.

Nobody but him.

The sound of fighting has stopped. Sounds like Tony's got things in hand at his end.

But I'll bet good money Cap isn't one of them.

I put it in a place where nobody can reach it.

Correction: ALMOST nobody.

Because I WANT him to know I left it for him.

When he finds it, I hope he understands. I hope he gets the message--

--that the shield represents the country, and the laws of the country decide who's right. Even the laws we don't like.

Even the ones that suck.

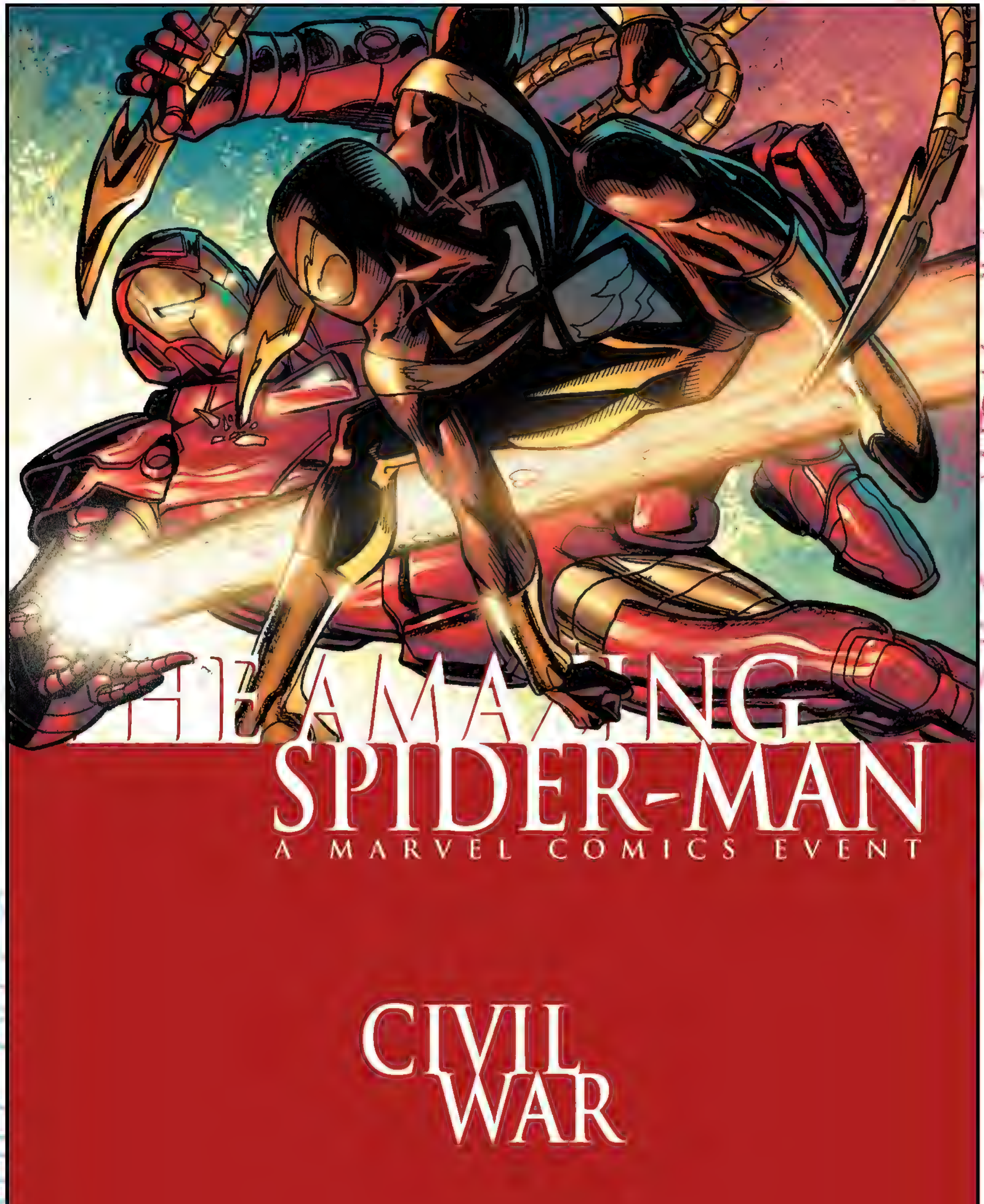
Cap thinks in terms of right and wrong, but this isn't a matter of right or wrong, moral or immoral. It's legal vs. illegal.

At least, that's what I tell myself in the middle of the night, when I wonder what the hell I'm doing here.

I'm legal. I'm registered. I'm authorized.

And as I feel this whole situation starting to unravel all around me--

--I just hope to God that I'm also right.



THE AMAZING SPIDER-MAN

A MARVEL COMICS EVENT

CIVIL WAR

AMAZING SPIDER-MAN #535 "THE WAR AT HOME, PART FOUR OF SIX"

2:34.

CLICK!

THE LATEST REPORT FROM OVERSEAS LOOKS PROMISING, SAY REPORTERS FROM THE JAPANESE STOCK EXCHANGE--

--WHERE THE ASIAN MARKETS WERE UP FIVE PERCENT OVER LAST NIGHT.

WE'RE STILL A FEW HOURS FROM THE OPENING OF TODAY'S NEW YORK STOCK EXCHANGE, BUT WE ALREADY HAVE SOME INDICATIONS OF GOOD NEWS FOR A NUMBER OF DEFENSE-RELATED INDUSTRIES.

PETER...?

YOU OKAY?

I'M FINE, MJ, JUST... COULDN'T SLEEP.

COME ON BACK TO BED...I'LL RUB YOUR BACK, THAT ALWAYS HELPS YOU SLEEP.

NAH...I'M OKAY.

YOU GO ON AND GET SOME SLEEP, OKAY? I'M FINE, REALLY. I'LL JUST BE A BIT.

'KAY.

DON'T STAY UP TOO LONG. YOU NEED YOUR BEAUTY SLEEP TOO, YOU KNOW, NOW THAT YOU'RE A CELEBRITY.

HALLIBURTON HAS SEEN CONSISTENT GROWTH FOR THE LAST FOUR YEARS, AS HAVE MOST COMPANIES IN THE DEFENSE SECTOR, WHICH IS TRADITIONAL--

--BUT WHAT HAS ADDED A NEW WRINKLE HAS BEEN THE MASSIVE NO-BID CONTRACTS AWARDED TO COMPANIES DEALING WITH THE SUPERHUMAN REGISTRATION ACT.

THAT'S RIGHT, DAVID. HOLDING FACILITIES FOR THESE THREATS TO DOMESTIC SECURITY HAVE TO BE BUILT TO VERY STRINGENT REQUIREMENTS, SINCE THEIR OCCUPANTS ARE BOTH POWERFUL AND USED TO ESCAPING CONFINEMENT.

BOTH STARK ENTERPRISES AND FANTASTIC FOUR INCORPORATED HAVE RECEIVED NO-BID CONTRACTS TOTALING NEARLY TWO BILLION DOLLARS FOR DEVELOPMENT OF SUCH FACILITIES AND ANCILLARY RESEARCH AND DEVELOPMENT.

THOUGH THE LATTER IS A PRIVATE HOLDING COMPANY, THIS IS CERTAINLY A HUGE BOOST TO STARK'S POSITION ON THE STOCK MARKET, MAKING HIM ONE OF THE WEALTHIEST MEN IN THE COUNTRY.

WE'VE FINISHED TRANSFERRING GROUP B TO HOLDING FACILITIES, READY FOR YOUR INSPECTION.

ALL RIGHT, TELL EVERYONE TO STAND BY, I'M COMING IN. AND GOOD WORK.

THANKS, MR. STARK.

LOOKS LIKE YOU'RE SET TO MAKE A KILLING.

ON THE STOCK MARKET, THAT IS.

AM I? I HADN'T NOTICED.

SEE, NOW *THAT'S* STYLE, TO BE ABLE TO GET A TWO-BILLION-DOLLAR BLIND CONTRACT AND NOT EVEN NOTICE.

IF THERE'S SOMETHING YOU HAVE TO ***SAY***, PETER, THEN I SUGGEST YOU SAY IT--

--OTHERWISE, I HAVE PLACES TO BE.

YOUR LITTLE DETENTION AREA BEING NUMBER ONE ON SANTA'S ROUTE, RIGHT?

YES. WHY?

I WANT TO SEE IT.

PETER--

YOU'VE GOT ME ***HELPING*** YOU TO ARREST HEROES AND BAD GUYS ALIKE AND STICK THEM IN SOME KIND OF DETENTION CENTER I'VE NEVER ***SEEN.***

SO NOW I'D LIKE TO ***SEE*** IT.

AND SINCE I'M SUPPOSED TO BE YOUR NUMBER TWO GUY, THAT SHOULDN'T BE A PROBLEM, SHOULD IT, TONY?

NO...

"...NO PROBLEM AT ALL..."

...IN FACT, I SUGGESTED TO TONY THAT YOU MIGHT LIKE TO SEE WHAT WE'VE COME UP WITH, BEING SOMETHING OF A SCIENTIST YOURSELF.

REALLY? HE NEVER MENTIONED IT.

I'VE BEEN A BIT BUSY, PETER.

OF COURSE.

THIS'LL JUST TAKE ME A MOMENT--

BY THE WAY, WHERE'S BEN?

HE'S...DECIDED TO TAKE A LEAVE OF ABSENCE.

WHAT ABOUT SUE?

SHE'S... NOT HERE.

YEAH, BUT--

OPENING NEGATIVE ZONE DISTORTION FIELD.

THE NEGATIVE ZONE?

YOU'RE KEEPING THESE PEOPLE IN *THE NEGATIVE ZONE?*

THERE'S NO SAFE PLACE ON EARTH TO HOLD THEM, PETER. WE HAD NO CHOICE.

NO CHOICE AT ALL.

BETTER GRAB A THRUSTER PACK, PETER.

THE WAR AT HOME
PART FOUR OF SIX

YOU'RE CLEAR TO PROCEED.

ISN'T THIS WHERE YOU'RE SUPPOSED TO SAY "ARE WE THERE YET?" OVER AND OVER UNTIL I GET ANNOYED?

MAYBE LATER.

SO ARE WE CALLING A MORATORIUM ON BUGGING ME? I MEAN, I HAVEN'T EVEN HEARD YOU CALL ME BOSS LATELY.

I HADN'T NOTICED. I...

...HOLY...

THERE IT IS, PETER.

END OF THE ROAD FOR AN AWFUL LOT OF PEOPLE.

AN AWFUL LOT.

A COMPUTER PROGRAM RANDOMLY GENERATES NEW PASSWORDS EVERY TEN MINUTES.

TANGO-SIERRA-LLOYD-BRIDGES.

GUARD POST BRAVO TO STARK, CONFIRM ID PLEASE.

LLOYD BRIDGES?

THE PROGRAM HAS AN UNANTICIPATED AFFINITY FOR THE NAMES OF 1960s TV ACTORS. TEN MINUTES AGO IT WAS CHARLIE-FOXTROT-ADAM-WEST.

WHEN IT GETS TO SEBASTIAN CABOT I'M PULLING THE PLUG.

STAND BY FOR FIVE-POINT ID SCAN.
HANDPRINT: MATCH.
FINGERPRINT: MATCH.
BONE CONFIGURATION: MATCH.
BLOOD TYPE: MATCH.
DNA SAMPLE: MATCH.

IDENTITY CONFIRMED: ANTHONY EDWARD STARK.

YOU ARE CLEARED FOR ENTRY.

ANTHONY EDWARD STARK?

NOSIR.

YOU GOT A PROBLEM WITH THAT?

THE DOORS, FLOORS, CEILINGS AND WALLS ARE MADE WITH A NEW KIND OF SYNTHETIC VIBRANIUM. IT'S NOT AS STRONG AS THE REAL THING, BUT WHEN YOU BUILD IT THIS THICK, IT DOESN'T HAVE TO BE.

EVERY CELL IS CUSTOMIZED TO HOLD ITS UNIQUE OCCUPANT. IF HE CONTROLS FIRE, THE ROOM EMITS COLD; IF THE OCCUPANT EMITS A FREQUENCY, THE ROOM EMITS A COUNTER-FREQUENCY.

THEY'RE JUST WORDS, PETER...

"THE OCCUPANT." SOUNDS LIKE A HOTEL. DON'T YOU MEAN "THE PRISONER"?

NAME: RICHARD GILMORE
ALIAS: PROPHET
PRISONER ID: NG0721754

...JUST WORDS.

HEY...*HEY!* WHOEVER YOU ARE... CAN YOU HELP ME? PLEASE? THERE'S...THERE'S BEEN SOME KIND OF MISUNDERSTANDING... I SHOULDN'T *BE* HERE...I DIDN'T *DO* ANYTHING...

THEY ALL SAY PRETTY MUCH THE SAME THING. WE DO ALL WE CAN TO MAKE THEM COMFORTABLE DURING THEIR STAY.

WE EVEN PROVIDE VIRTUAL REALITY SYSTEMS FOR THOSE WHO DON'T REPRESENT A TECH-THREAT.

THIS WAY, EVEN THOUGH THEY'RE INSIDE--

--THEY CAN FEEL AS IF THEY'RE OUTSIDE.

HELP ME... PLEASE... HELP ME...

AND SOME REQUIRE METHODS OF RESTRAINT THAT ARE A BIT MORE... STRENUOUS THAN OTHERS.

SO IF YOU HAD NOTIONS OF SOME KIND OF INHUMANE GULAG, OR A DARK, DANK PRISON DRIPPING SLUDGE AND HUMAN MISERY...YOU WERE MISTAKEN.

WELL, AS AN INTERIM SOLUTION--

INTERIM?

YEAH, AS IN TEMPORARY. I'M SURE YOU'VE HEARD THE WORD BEFORE, IT'S IN THE DICTIONARY. YOU COULD LOOK IT UP--

THIS ISN'T TEMPORARY, PETER.

THIS ISN'T INTERIM.

THIS IS PERMANENT.

GET WITH THE PROGRAM.

TONY? WHAT... WHAT'RE YOU *SAYING?*

THESE PEOPLE ARE IN HERE FOR *LIFE?*

BUT IF THEY DON'T--

THE WORDS ARE ALL IN THE DICTIONARY. YOU COULD LOOK THEM UP.

UNLESS THEY REGISTER.

YOU CAN'T PUT AN ATOMIC BOMB ON PROBATION! YOU CAN'T PUT SOMEBODY WHO FLIES UNDER HOUSE ARREST!

IT'S REAL SIMPLE, PETER! THEY EITHER SIGN UP, OR THEY STAY HERE UNTIL THEY DO SIGN UP! AND IF THEY NEVER SIGN UP THEN THEY STAY HERE FOR THE REST OF THEIR NATURAL LIVES!

DO YOU GET IT, PETER? DO YOU GET IT NOW?

TAKE OFF THE HELMET.

AND TELL ME THAT AGAIN WHEN I CAN SEE YOUR FACE.

DO YOU THINK I LIKE THIS, PETER? DO YOU THINK I WORKED MY WHOLE LIFE TO BECOME SOMEONE'S JAILER?

I HATE THIS, PETER. I HATE EVERY MINUTE OF IT. I HATE EVERYTHING *ABOUT* IT. I HAVEN'T HAD A GOOD NIGHT'S SLEEP IN WEEKS.

BUT WE HAVE NO CHOICE. WE HAVE TO FOLLOW THE LAW--

FOLLOWING THE *LAW* MEANS THESE PEOPLE GET A *TRIAL* BEFORE YOU SEND THEM AWAY *TO BE IMPRISONED FOR THE REST OF THEIR LIVES!*

YOU CAN'T JUST LOCK PEOPLE AWAY--

YES, WE CAN. AND WE HAVE. AND THAT'S THE END OF IT.

BUT SHE-HULK... JENNIFER WALTERS... SHE'S IN COURT, EVERY DAY, DEFENDING THESE GUYS, MAKING MOTIONS--

SHE CAN MAKE ALL THE MOTIONS SHE WANTS. THIS IS OUTSIDE THE JURISDICTION OF LOCAL AND FEDERAL COURTS. THIS IS AN ACT OF CONGRESS, SIGNED BY THE PRESIDENT.

ONLY THE SUPREME COURT CAN INTERVENE, AND I HAPPEN TO KNOW THEY WON'T.

THIS PLACE IS NOT ON AMERICAN SOIL. AMERICAN LAWS DON'T TOUCH HERE, AMERICAN LAWYERS DON'T COME HERE.

ONCE NON-REGISTRANTS COME HERE, THEY'RE LEGAL NONENTITIES.

OCCUPANTS.

PRISONERS.

THEM...AND THOSE WHO GIVE THEM AID AND SUPPORT.

BUT I AGREE WITH YOU ON ONE THING, PETER.

IT WOULD BE A TERRIBLE THING.

TO BE HERE.

FOR THE REST OF ONE'S LIFE.

WOULDN'T IT?

YEAH...

A REAL TERRIBLE THING.

SO, DID YOU SEE EVERYTHING YOU NEEDED TO SEE?

YEAH... YEAH, I DID.

THEN WE'D BETTER GET GOING.

SURE THING, JUST GIVE ME TWO MINUTES.

WHAT'RE YOU--

TWO MINUTES. THAT'S ALL.

ALL RIGHT. I'LL BE DOWN THE HALL. HAVE TO HIT THE LITTLE SUPER-HERO'S ROOM ANYWAY. AND IN ARMOR, THAT ALWAYS TAKES A WHILE...

REED?

YEAH?

ASK YOU A QUESTION?

SURE.

WHY?

WHY.

IT'S HARD TO EXPLAIN, IT'S--

NO. THAT'S A LIE. IT'S EASY TO EXPLAIN. I JUST... TEND NOT TO.

NOT MANY PEOPLE KNOW IT, BECAUSE--WELL, BECAUSE I DON'T TALK ABOUT IT A LOT--BUT I HAVE...HAD... AN UNCLE. UNCLE TED, MY FATHER'S OLDER BROTHER.

MY FATHER WAS A VERY DRIVEN MAN, AND NOT ALWAYS THE KINDEST. HE PUSHED ME TO BECOME WHAT I AM. BUT UNCLE TED--

"--WAS FUNNY, AND ACCEPTING, AND HE USED TO TAKE ME UP THE STREET TWICE A WEEK FOR ICE CREAM AND TALKS ABOUT THE WORLD.

"UNLIKE THE REST OF THE FAMILY, HE WASN'T A SCIENTIST. HE WAS A WRITER. HE FOUND EVERYONE INTERESTING. HE'D TALK TO STRANGERS, WEAR THE WRONG COLORED SOCKS, ATE AT STRANGE LITTLE RESTAURANTS."

MY UNCLE TED WAS AN ECCENTRIC. HE WAS FUNNY AND COLORFUL, AND I LOVED HIM.

BUT HE WAS ALSO STUBBORN, AND DIDN'T CARE FOR RULES, AND IF YOU PUSHED HIM, HE'D PUSH BACK JUST AS HARD.

"UNFORTUNATELY, THIS WAS WHEN JOE McCARTHY AND THE HOUSE UN-AMERICAN ACTIVITIES COMMITTEE WAS IN FULL BLOOM, LOOKING FOR COMMUNISTS AMONG THE MILITARY, THE GOVERNMENT...AND THE ARTS.

"IF YOU STOOD OUT, IF YOU DIDN'T CONFORM, YOU HAD A BETTER THAN EVEN CHANCE OF BEING CALLED BEFORE THE COMMITTEE.

"AND MY UNCLE TED WAS ALL THOSE THINGS. SO HE WAS SUBPOENAED TO APPEAR BEFORE HUAC AND EXPLAIN HIMSELF.

"TO TESTIFY.

"TO TELL THEM HE WASN'T A COMMUNIST, AND TO NAME THE NAMES OF THOSE HE THOUGHT *MIGHT* BE COMMUNISTS."

I'VE NEVER ACTUALLY *READ* THE TRANSCRIPTS OF WHAT HE TOLD THE COMMITTEE, BUT MY MOTHER USED TO SAY SHE WAS SURPRISED THE STENOGRAPHY MACHINES DIDN'T BURST INTO FLAME.

BUT HE SUMMED IT UP REALLY WELL IN HIS CONCLUDING SENTENCE.

"GO TO HELL," HE TOLD THEM.

THEY HELD HIM ON CONTEMPT OF CONGRESS FOR SIX MONTHS, AND WHEN HE GOT OUT--

--HIS CAREER WAS OVER. NOBODY WOULD HIRE HIM, BUY HIS STORIES, OR ANSWER HIS PHONE CALLS. EVEN MY FATHER REFUSED TO LET HIM COME AROUND. HE LOST HIS LIFE SAVINGS, HIS HOME, AND IN THE END--

IN THE END, IT KILLED HIM.

SOUNDS LIKE YOUR UNCLE WAS A VERY BRAVE GUY.

YOU'RE MISSING THE POINT, PETER.

HE WAS WRONG.

HE PICKED A FIGHT HE COULDN'T WIN. WHETHER HUAC WAS RIGHT OR WRONG WASN'T THE POINT. IT WAS THE *LAW.*

TAKE AWAY THE LAW AND WHAT ARE WE? SAVAGES, UP TO OUR NECKS IN BLOOD. THAT'S WHY WE GIVE THE LAW THE AUTHORITY TO TAKE *EVERYTHING* AWAY FROM US IF WE BREAK IT BY MURDERING OR KIDNAPPING OR--

OR SIMPLY TELLING POWERFUL MEN, *"GO TO HELL."*

THE LAW IS THE LAW, PETER. I SUPPORT IT BECAUSE I HONESTLY BELIEVE WE HAVE TO SUPPORT IT, NO MATTER WHAT.

AND IF THE LAW IS WRONG?

THEN EVENTUALLY IT'LL BE CHANGED, IN AN ORDERLY, LAWFUL WAY. WE CAN'T JUST OBEY THE LAWS WE *LIKE*, OR--

PETER?

TIME TO GO.

I THINK I WOULD'VE LIKED YOUR UNCLE, REED. I THINK I WOULD'VE LIKED HIM A LOT. BUT *YOU*--

--YOU *LOVED* HIM.

RIGHT.

LISTEN, PETER, I WAS THINKING, AND I WANT YOU TO HEAD OUT TO LOS ANGELES FOR A WHILE ON MY BEHALF.

I'M PREPARING A NEW PROGRAM THAT I'M TENTATIVELY CALLING THE 50-STATE INITIATIVE, AND I'LL NEED YOUR HELP OUT THERE.

WHY IN L.A. AND NOT HERE?

I JUST THINK IT WOULD BE GOOD FOR YOU TO GET AWAY FROM HERE FOR A WHILE, GIVE YOU A BREAK--

I DON'T *NEED* A BREAK.

HELP YOU CLEAR YOUR HEAD.

MY HEAD IS CLEAR.

BESIDES, WHAT ABOUT MJ AND AUNT MAY?

DON'T WORRY ABOUT THEM.

AS LONG AS THEY'RE WITH ME, THEY'RE SAFE.

I HAVE SOME THINGS TO DO TONIGHT, BUT I'LL HAVE MY PEOPLE PREP THE JET FOR YOU TO LEAVE FIRST THING TOMORROW MORNING.

WHAT--

HMMM...?

OKAY, I'LL TAKE TWO.

NAH, TOO RICH FOR ME.

I FOLD.

YOU BOTH NEED TO GET OUT OF HERE, RIGHT NOW. IT'S NOT SAFE.

PETER, I DON'T UNDERSTAND, WHAT'S--

I DON'T HAVE TIME TO EXPLAIN, YOU'RE JUST GOING TO HAVE TO TRUST ME.

WE DO TRUST YOU, BUT--

I'VE MADE...

I'VE MADE A TERRIBLE, TERRIBLE MISTAKE. THERE'S GOING TO BE A PRICE FOR BOTH THAT MISTAKE AND ANY ATTEMPT I MAKE TO FIX IT. BUT I HAVE TO DO WHAT I THINK IS RIGHT, AND RIGHT NOW--

--GOD HELP ME, I REALIZE I'VE BEEN ON THE WRONG SIDE, I--

BOOM BOOM

WHAT--

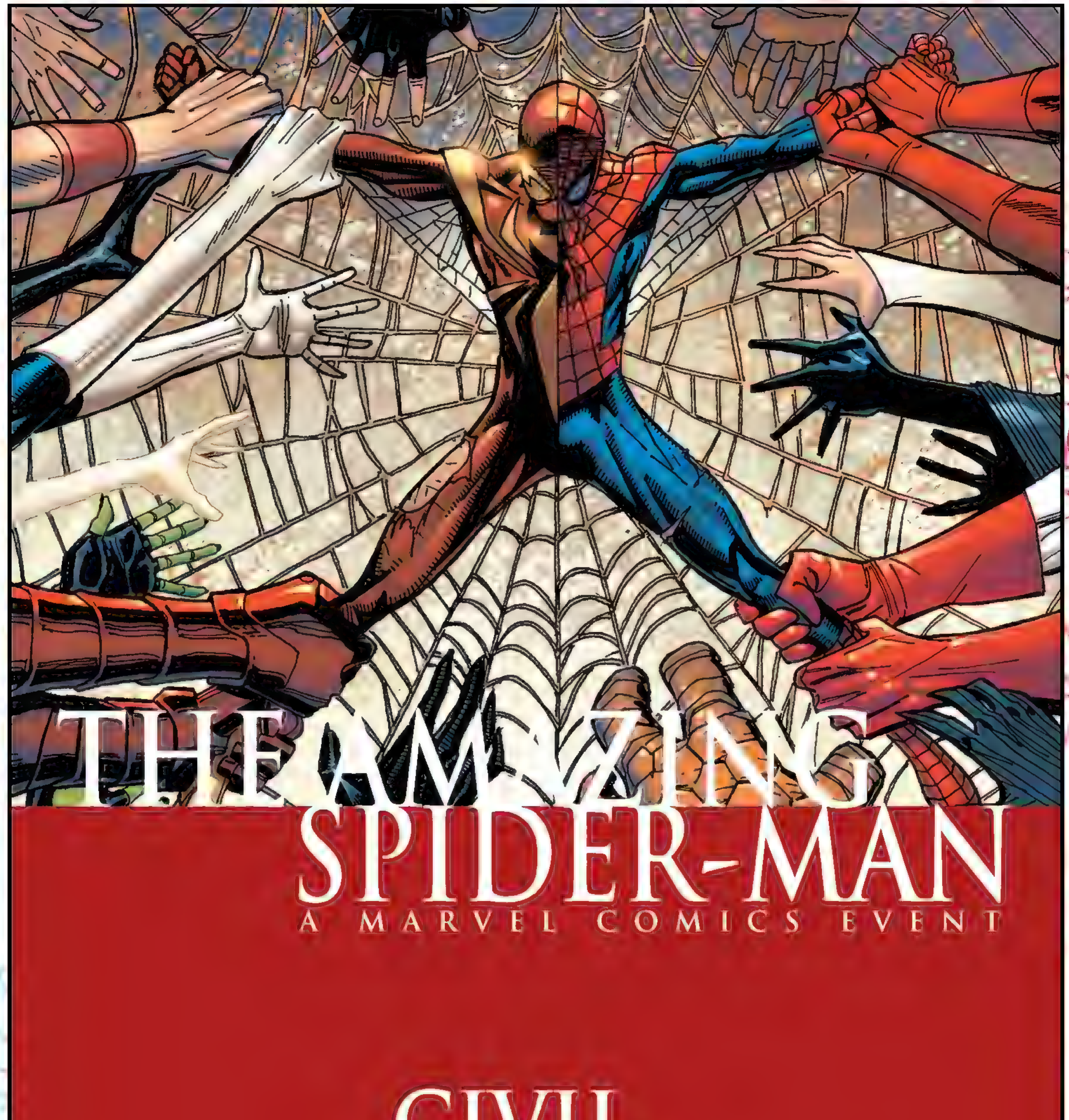
GET GOING.

BUT PETER--

GO! NOW!

BOOM BOOM BOOM

I THOUGHT YOU SAID...YOU WERE GOING OUT...FOR THE NIGHT...DAD.
AND I THOUGHT YOU KNEW WHICH SIDE YOU WERE ON.


THE AMAZING
SPIDER-MAN
A MARVEL COMICS EVENT
CIVIL WAR

SO WHAT'RE YOU SAYING, THAT I'M A LITTLE LIGHT IN MY LOAFERS?

NO, I'M JUST SAYING THAT, YOU KNOW, GUYS-- *GUYS*--DON'T GET ALL MISTED UP IN THE MIDDLE OF *"WICKED"* UNLESS, Y'KNOW, IT'S ABOUT THE PRICE OF THE TICKETS.

AND I'M SAYING YOU GOT NO HEART.

I MEAN, YOU GOT THE WICKED WITCH OF THE EAST--

WEST.

--WEST, RIDIN' THAT BROOM FOR THE FIRST TIME, TALKING ABOUT DEFYING GRAVITY, AND IT'S A METAPHOR--

OHJEEZ, METAPHORS NOW.

--A *METAPHOR* FOR HER RISIN' ABOVE WHAT OTHER PEOPLE THINK OF HER. THESE GUYS ARE LIKE GRAVITY, AND SHE'S GONNA RISE ABOVE 'EM, SHE'S NOT GONNA LET THEM BRING HER DOWN, SEE?

SEEIN' HER UP THERE IN THE SKY LIKE THAT, FLYIN' ALONE LIKE WE'RE ALONE, IT JUST *GETS* YOU, YOU KNOW? DEEP INSIDE.

LOOK PAL, ALL I KNOW IS, IF IT COMES DOWN TO A FIGHT BETWEEN GOOD INTENTIONS AND GRAVITY, GRAVITY ALWAYS WINS. AM I RIGHT, RICHIE?

RICHIE? WHAT'RE YOU--

--OHCRAP--

THE WAR AT HOME

PART 5 OF 6

WELL, THAT WAS... THAT WAS...

...OW.

I TRUSTED YOU, PETER! I TOOK YOU UNDER MY WING! IS THIS HOW YOU REPAY ME?

NO...

KLANG!

...THIS IS!

AND IF YOU LIKED *THAT*, THERE'S EVEN *MORE* WHERE THAT CAME--

ONE WAY

ATM

EMERGENCY OVER-RIDE, PASSCODE OMEGA OMEGA EPSILON NINE.

I'M A TECHNOCRAT, PETER. AND WHAT KIND OF TECHIE WOULD I BE... TO HAND OVER A SUIT AS POWERFUL AS THAT ONE WITHOUT BUILDING IN SAFEGUARDS TO MAKE SURE IT COULDN'T BE USED AGAINST ME?

CRASH!

FOR WHAT IT'S WORTH, PETER, YOU DON'T HAVE TO RUN. YOU'RE REGISTERED NOW. IF YOU'LL COME WITH ME, WE'LL FORGET ALL ABOUT THE DAMAGE YOU'VE JUST--

PASSCODE. SURPRISE!

WHAT WAS THAT, PETER?

I SAID... PASSCODE... SURPRISE!

AND WHAT KIND OF TECHIE WOULD I BE, NOT TO FIGURE OUT YOU'D BUILT IN AN OVERRIDE...

...BOSS!

KER-

WHANG!

SENSORY APPARATUS KNOCKED OFFLINE.

REBOOT.

TARGETING.

NEGATIVE CONTACT ON TARGET. REPEAT--

"--NEGATIVE CONTACT ON TARGET."

Right now he's thinking I could've gone in any of four directions. And even if he thinks this might be it, I don't think he'd be willing to come down in close quarters with no room to maneuver.

Not to mention all these gas pipes just waiting for a repulsor blast to go off in his face.

And I don't even want to *KNOW* what I'm stepping on down here.

Yuuuuuuuuuuuuck.

Still, the important thing is that I'm clear, at least for now.

Unfortunately, with the law after me, and with the whole *WORLD* knowing who I am, the question is--

--*WHERE* do I go *NOW?*

SOMETIME LATER...

PS 106

EDITOR'S NOTE: *PICK UP CIVIL WAR #5 AND #6 TO FILL IN THE GAP!

HEY.

HEY.

HOW'S SHE DOING?

EXHAUSTED. WE'VE BEEN ON THE RUN ALL DAY, EVER SINCE--

SHOULD I--

NO, LET HER SLEEP.

HOW'RE YOU--

THE STATUS REPORT CAN WAIT.

JUST... HOLD ME FOR A MINUTE, OKAY?

FOR A MINUTE? NO WAY. THE REST OF MY LIFE? SURE THING.

I'M SORRY, BABY...I'M SO SORRY.

I KNOW.

CLASSROOM 4B

SO I WENT BY THE BANK AND CLEANED OUT BOTH OUR ACCOUNTS.

IT'S NOT A LOT, BUT IT'LL COVER US FOR A WHILE, AS LONG AS NOTHING DISASTROUS HAPPENS.

YOU MEAN LIKE WHAT HAPPENED TODAY.

WELL, THERE GOES MY SENSE OF SECURITY.

I THOUGHT I WAS SUPPOSED TO BE THE ONE MAKING THE JOKES.

I FIGURED YOU'D BE TOO TIRED.

HOW *ARE* YOU DOING, SWEETIE?

NOT GOOD, MJ. I'M WORRIED ABOUT YOU, ABOUT AUNT MAY--

WELL, THAT RAISES THE QUESTION, HOW MUCH TROUBLE ARE WE ACTUALLY *IN?*

I MEAN, YOU GAVE UP YOUR IDENTITY TO THE GOVERNMENT, SO IT'S NOT LIKE YOU'RE HIDING IN THAT RESPECT.

THE ONLY WAY YOU'D BE BREAKING THE LAW IS IF YOU WENT OUT OF YOUR WAY TO FIGHT TONY AND THE WHOLE REGISTRATION THING...IF YOU TRIED TO HELP THE OTHER HEROES WHO ARE REFUSING TO REGISTER.

YOU'VE ALREADY JOINED UP, HAVEN'T YOU?* I KNEW YOU WOULD, JUST THE WAY I KNEW YOU'D COME HERE, TO WHERE IT ALL STARTED FOR YOU.

I DIDN'T BUST US OUT OF THERE SO I COULD SIT ON THE SIDE-LINES, MJ.

TONY'S WRONG. I WAS WRONG. I HAVE TO DO WHAT I CAN TO FIX IT. IF THAT MEANS FIGHTING TONY--

--THEN THAT'S WHAT I HAVE TO DO.

*EDITOR'S NOTE: *DON'T BELIEVE US? CHECK OUT CIVIL WAR #5 AND #6 ALREADY!*

WHICH IS WHY I THINK IT WOULD BE A GOOD IDEA IF YOU TOOK THAT MONEY AND USED IT TO GET AS FAR FROM HERE AS YOU CAN, JUST UNTIL THINGS CALM DOWN.

PETER--

HEAR ME OUT.

IF YOU STAY, YOU'RE BOTH GOING TO END UP ON THE RUN WITH ME, GOING FROM ONE DIVE TO ANOTHER, USING DIFFERENT NAMES... THE STRESS WILL BE ENORMOUS, ESPECIALLY FOR MAY. AND YOU KNOW HOW I WORRY.

ON MY OWN, KNOWING YOU TWO ARE SOMEWHERE SAFE, I CAN MOVE FASTER, GET MORE DONE. IT'S THE BEST THING FOR BOTH OF YOU, ESPECIALLY MAY.

THIS WHOLE MESS IS MY RESPONSIBILITY, AND MINE ALONE. I HAVE TO--

EXCUSE ME--

--DON'T YOU THINK I SHOULD GET A VOTE ON THIS, PETER?

AUNT MAY, I--

I BELIEVE I WAS STILL TALKING.

YES'M.

YOU SAY YOU'RE RESPONSIBLE FOR THIS, AND YOU ARE.

BUT NO MORE SO THAN MJ AND I. YOU WANTED TO LEAVE WHEN THIS WHOLE THING STARTED. WE TALKED YOU OUT OF IT.

IF YOU'RE RESPONSIBLE, SO ARE WE. AND IF WE'RE ALL EQUALLY RESPONSIBLE FOR THE *DECISION*, THEN WE ALL HAVE TO EQUALLY SHARE THE *CONSEQUENCES*.

YOU KNOW WHAT LIFE IS, PETER? WHAT IT *REALLY* IS?

A DOUGHNUT?

NO.

BECAUSE I'VE GOT A GREAT JOKE ABOUT HOW LIFE IS A DOUGHNUT AND THE HOLE IN THE MIDDLE REPRESENTS--

LIFE ISN'T A DOUGHNUT, PETER.

IT IS THE INEVITABILITY OF HARD TIMES, WHICH WE SURVIVE ONLY BECAUSE OF THE MOMENTS OF JOY IN BETWEEN. YOU ARE THAT JOY. THE MOMENTS WE HAD WITH THE AVENGERS WERE THAT JOY.

NOW COMES THE INEVITABLE.

AND WE WILL DEAL WITH IT, AND GET TO THE OTHER SIDE, WHERE MORE MOMENTS OF JOY ARE WAITING FOR US.

IN FOR A PENNY, IN FOR A POUNDING, IS THAT IT?

SOMETHING LIKE THAT.

MY DOUGHNUT JOKE WOULD'VE BEEN FUNNIER.

I'M SURE IT WOULD HAVE, PETER.

BUT RIGHT NOW, MJ AND I SHOULD GO SHOPPING FOR SUPPLIES, LOOK AROUND FOR A PLACE TO STAY. THEN WE'LL COME BACK AND--

I CAN--

YOUR FACE IS TOO WELL KNOWN RIGHT NOW, PETER.

AND YOURS ISN'T, MISS SUPER-MODEL?

AS EVERY WOMAN KNOWS, THERE ARE WAYS TO MAKE SURE NOBODY PAYS MUCH ATTENTION TO YOUR FACE.

I CAN PRETTY WELL CONFIRM THAT, BUT--

SHHH. WE'VE GOT IT COVERED.

YOU JUST RELAX--

"--AFTER ALL, ISN'T THIS LIKE YOUR SECOND HOME?"

"HEY, PARKER, PAY ATTENTION!"

YEAH, GET THE BALL! GET THE BALL!

I'VE GOT IT!

NO! PARKER, YOU LOSER!

FWWWEEEEET!

OKAY, THAT'S IT. SKINS WIN, SHIRTS TAKE TWO LAPS AROUND THE FIELD.

OH, MAN--

COME ON.

JUST A SEC, I GOTTA TIE MY SHOES.

TELL ME THIS GETS EASIER. TELL ME THAT AS I GET OLDER ALL THIS IS GOING TO CHANGE.

IT DOES. MAINLY IT GETS... IT ALL JUST GETS A LOT MORE COMPLICATED.

THAT'S IT? THAT'S ALL THE WISDOM YOU'VE GOT? "IT GETS COMPLICATED?"

FOR CRYING OUT LOUD, I'M SIXTEEN YEARS OLD, MY VOICE IS ONLY NOW STARTING TO CHANGE, GIRLS ARE A BIGGER MYSTERY TO ME THAN QUANTUM PHYSICS, AND I CAN CLIMB WALLS UPSIDE DOWN.

I'VE GOT MY WHOLE *LIFE* TO FIGURE OUT HERE. GIVE ME *SOME*THING TO GO ON.

I GUESS IF THERE'S ANYTHING I COULD SAY... ANYTHING THAT WOULD *MEAN* ANYTHING...IT WOULD BE--

--USE SUNSCREEN. DON'T SMOKE. EAT YOUR VEGETABLES. PROTECT YOUR FRIENDS.

AND SAVOR IT. SAVOR IT *ALL*. THE GOOD TIMES AND THE BAD. BECAUSE EVEN WITH THE BAD TIMES, PEOPLE LOVE YOU, AND YOU'RE ALIVE.

AND BEING ALIVE... IS AMAZING.

THAT'S IT?

LOOK, I--

SUNSCREEN?

I DIDN'T EXACTLY PLAN TO HAVE THIS CONVERSATION, YOU KNOW. IT'S ALL THAT CAME TO MIND.

WELL, I GUESS IT BEATS SAYING LIFE IS LIKE A DOUGHNUT OR SOMETHING. I MEAN, THAT WOULD BE *REALLY* STUPID.

THANKS.

LOOK, IF YOU WANT TO KNOW, I CAN *TELL* YOU WHAT LIFE IS, REALLY, BECAUSE I JUST HEARD IT MYSELF.

DO YOU *WANT* TO KNOW WHAT LIFE IS, *REALLY?*

NO, I THINK I'D RATHER NOT KNOW.

YEAH. ME NEITHER.

SO I DON'T KNOW HOW LONG WE'LL NEED THE ROOM, BUT--

MOTEL

WEEKEND RATES

CITEO

HEY, WHATEVER FLOATS YOUR BOAT, PAL. IT'S THREE HUNDRED FOR THE WEEK, FIFTY FOR THE DAY, SIXTY FOR THE HOUR.

WAIT... WHY IS IT MORE FOR THE HOUR THAN BY THE--

NEVER MIND. I'LL PAY FOR THE WEEK, IN ADVANCE. IS CASH OKAY?

YOU KIDDING? CASH IS ALL I GET. MAKES LIFE SIMPLER THAT WAY, Y'KNOW?

YOU GET BORED ANYTIME, YOU KNOW WHERE TO FIND ME, SWEETS.

BORED IS NEVER A PROBLEM.

JUST SAYIN'.

Cheetah's EXOTIC Lounge

OKAY, WE'RE GOOD TO GO.

GREAT.

I GOT A HUNNERD DOLLARS.

NO.

HUNNERD-FIFTY.

NO.

MOTEL

TWO HUNNERD AND THAT'S AS FAR AS I CAN GO.

SORRY. NOT INTERESTED.

HUH.

HOW MUCH FOR YOUR FRIEND?

HOW MUCH FOR WHAT?

JUST WALK AWAY, MAY.

HE SEEMED LIKE A NICE ENOUGH MAN.

HE'S ONE OVERHEARD SOLICITATION AWAY FROM BEING A NICE ENOUGH CORPSE.

OH MY...

GRANTED, IT'S NOT MUCH, BUT I CALL IT--

--WELL, I CALL IT NOT MUCH. IT'S NO STARK TOWER, THAT'S FOR SURE.

IT'S FINE, PETER.

MAY, IF YOU COULD GIVE ME A HAND--

OF COURSE.

IS THAT SUPPOSED TO BE MOVING?

NO.

OH.

WHACK!

WHO IS THAT GUY AND WHY IS HE JUST STANDING THERE?

I GOT TWO HUNNERD...

SPEAKING OF STARK TOWER, WE WERE RATHER IN A HURRY TO LEAVE, BUT ON THE WAY OUT I DID MANAGE TO GRAB THIS.

THE SILVERWARE? BECAUSE WE COULD GET SOME SERIOUS CASH FOR IT RIGHT NOW.

NO. SOMETHING BETTER.

I KNEW YOU HAD SECURITY CONCERNS WITH THE OTHER ONE, SO I THOUGHT YOU'D WANT TO, AS THE KIDS SAY--

--DITCH THE THREADS.

YEAH. DITCH THE THREADS. AS THE KIDS SAY.

WITH THEIR DUCK-TAIL HAIRCUTS, POODLE SKIRTS AND HULA-HOOPS.

I'LL JUST BE A MINUTE.

TWO-FIFTY, BUT THAT'S AS FAR AS I CAN GO.

OH, LOOK, MJ, HE'S FOUND A NEW FRIEND.

THAT CAN'T *POSSIBLY* BE HER REAL HAIR, CAN IT?

MAY, YOU COULDN'T FIND ANYTHING REAL THERE WITH A HUNTING DOG AND A OUIJA BOARD.

ALL RIGHT THEN...

...AS THE KIDS SAY...LET'S GET THIS PARTY STARTED.

Okay, question one, same as before.

Where do I go?

Tony's going to be looking for me.

So I guess the first thing I need to do...is to pick a fight...and clarify a few things--

--having learned from Tony the best way to do that...the way that got me in all this trouble in the first place.

--HAD TO BE THE FUNNIEST FOOTAGE I'VE EVER SEEN OF A DANCING CAT, DON'T YOU AGREE, MARGIE?

ABSOLUTELY, MAX. NOW, BOB...ARE WE GOING TO SEE CONTINUED SUNSHINE, OR ARE YOU GOING TO RAIN ON OUR PARADE?

HARD TO SAY, MARGIE, BUT IF I WERE YOU, I'D PACK AN UMBRELLA. BECAUSE IF I READ THE SIGNS CORRECTLY--

RAIN Heavy Light MIX/ICE Heavy

New York

Trenton

--THERE'S A BIG STORM COMING RIGHT HERE, IT'S--

BOB... HANG ON.

LOOKS LIKE WE'VE GOT A SPECIAL BULLETIN ON OUR HANDS.

UHM... YEAH...SOME-THING LIKE THAT.

HELLO, PEOPLE OF NEW YORK. I'VE--

--WELL, I'VE GOT A CONFESSION TO MAKE.

I WAS WRONG. I MADE A MISTAKE.

FOR THE LAST MONTH OR SO, I'VE BEEN THE CLOSEST PERSON TO TONY STARK--IRON MAN--AND I'VE HAD A CHANCE TO SEE HIS OPERATION FIRSTHAND.

I'VE SEEN THE VERY CONCEPT OF JUSTICE DESTROYED. I'VE SEEN HEROES AND BAD GUYS ALIKE--

--DANGEROUS GUYS, NO MISTAKE, BUT STILL BORN IN THIS COUNTRY FOR THE MOST PART, DENIED DUE PROCESS--

GO GET 'EM, TIGER.

--AND IMPRISONED, POTENTIALLY FOR THE REST OF THEIR LIVES, WITHOUT A TRIAL, WITHOUT EVIDENCE. HELD IN INHUMANE CONDITIONS IN A PLACE CALLED THE NEGATIVE ZONE.

THE NEGATIVE ZONE IS... UHM...WELL, IT'S A LOT LIKE NEW JERSEY, BUT WITH LESS GRAVITY AND FEWER OFF-RAMPS.

THAT PART WAS A JOKE. THE REST ISN'T.

RECEIVED NUMEROUS PHONE MESSAGES OF P

Panasor

WE ALL WANT TO BE SAFE. WE ALL WANT TO KNOW WE CAN GO TO BED AT NIGHT AND HAVE A GOOD CHANCE OF WAKING UP WITHOUT SOMEBODY IN A COSTUME BLOWING UP THE BUILDING.

BUT THERE'S A POINT WHERE THE END DOESN'T JUSTIFY THE MEANS, IF THE MEANS REQUIRE US TO GIVE UP NOT JUST OUR IDENTITIES, BUT WHO AND WHAT WE ARE AS A COUNTRY.

THE QUESTION ISN'T WHAT DOES A COUNTRY STAND FOR WHEN THINGS ARE EASY. THE QUESTION IS--

--WHAT DOES A COUNTRY STAND FOR WHEN STANDING IS THE HARDEST?

WHEN DOES THE COUNTRY WE'RE LIVING IN STOP BEING THE COUNTRY WE WERE BORN IN?

SOME PEOPLE SAY THE MOST IMPORTANT THING IN THE WORLD IS THAT WE SHOULD BE SAFE.

BUT I WAS BROUGHT UP TO BELIEVE THAT SOME THINGS ARE *WORTH* DYING FOR.

IF THE COST OF SILENCE IS THE SOUL OF THE COUNTRY...IF THE COST OF TACIT SUPPORT IS THAT WE LOSE THE VERY THINGS THAT MAKE THIS NATION THE GREATEST IN HUMAN HISTORY--

--THEN THE PRICE IS TOO HIGH.

I CANNOT, IN GOOD CONSCIENCE, CONTINUE TO SUPPORT THE REGISTRATION ACT AS IT HAS BEEN CREATED AND ENFORCED.

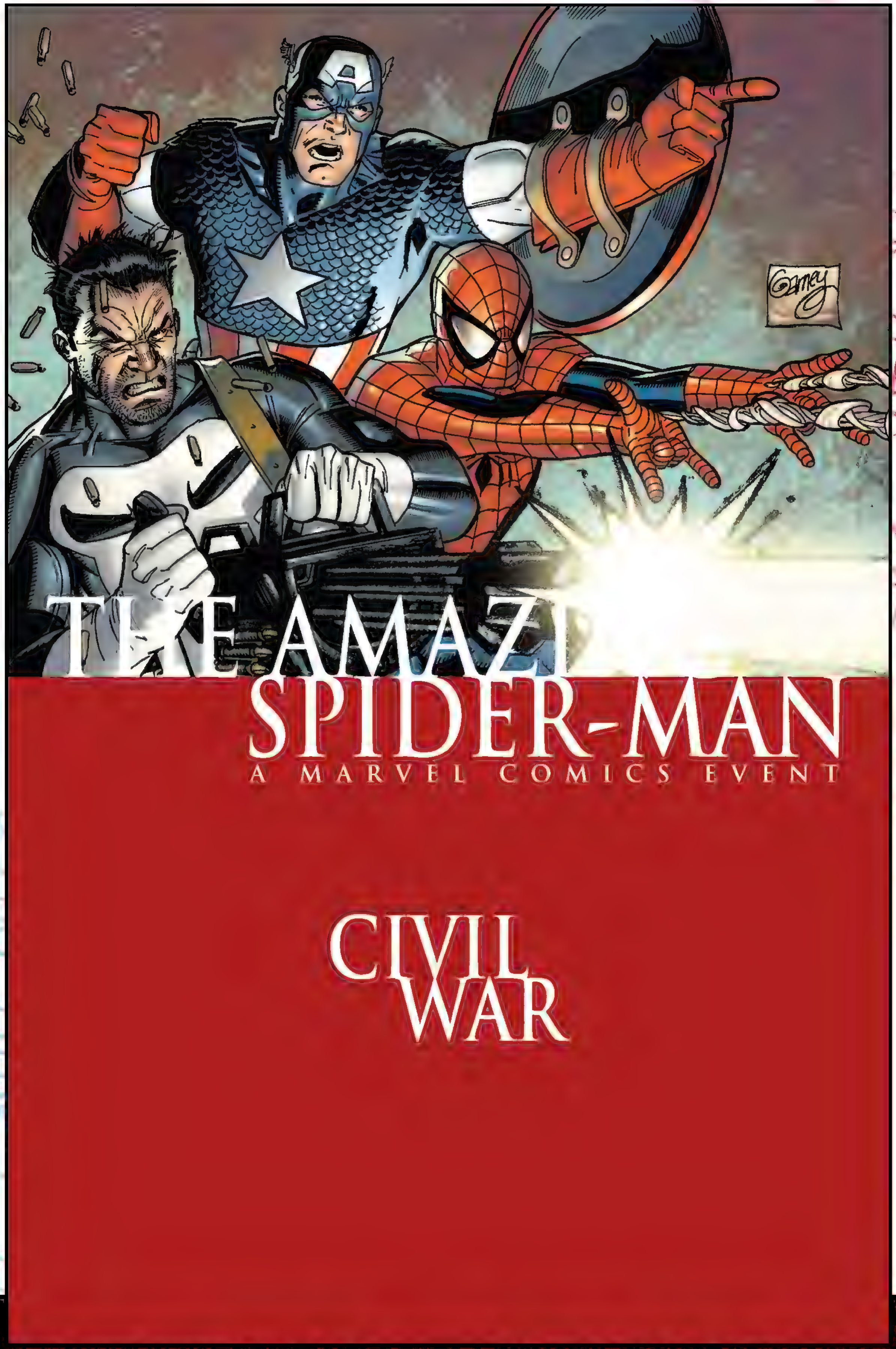
I WAS WRONG. AND FROM THIS DAY ON, I WILL DO EVERYTHING WITHIN MY POWER TO OPPOSE THE ACT AND ANYONE ATTEMPTING TO INTIMIDATE AND ARREST THOSE WHO ALSO OPPOSE THE ACT, IN THE CAUSE OF FREEDOM.

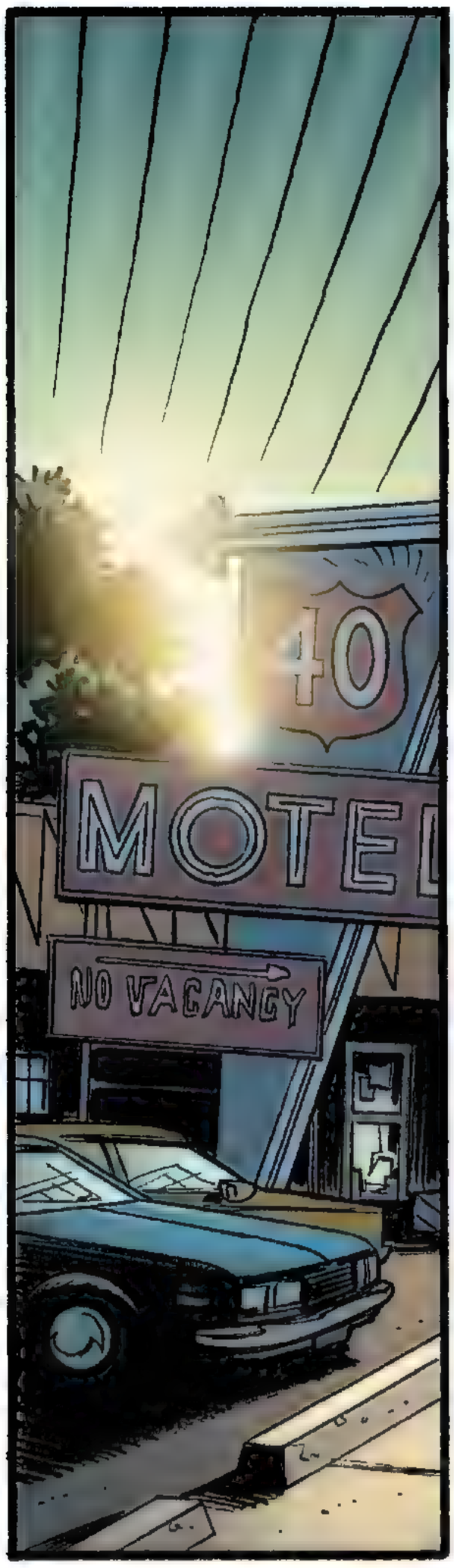
AND I GUESS... THAT'S...ALL I WANTED TO SAY.

9

YOU HEARD HIM.

BRING HIM IN.


Carney
THE AMAZING
SPIDER-MAN
A MARVEL COMICS EVENT
CIVIL WAR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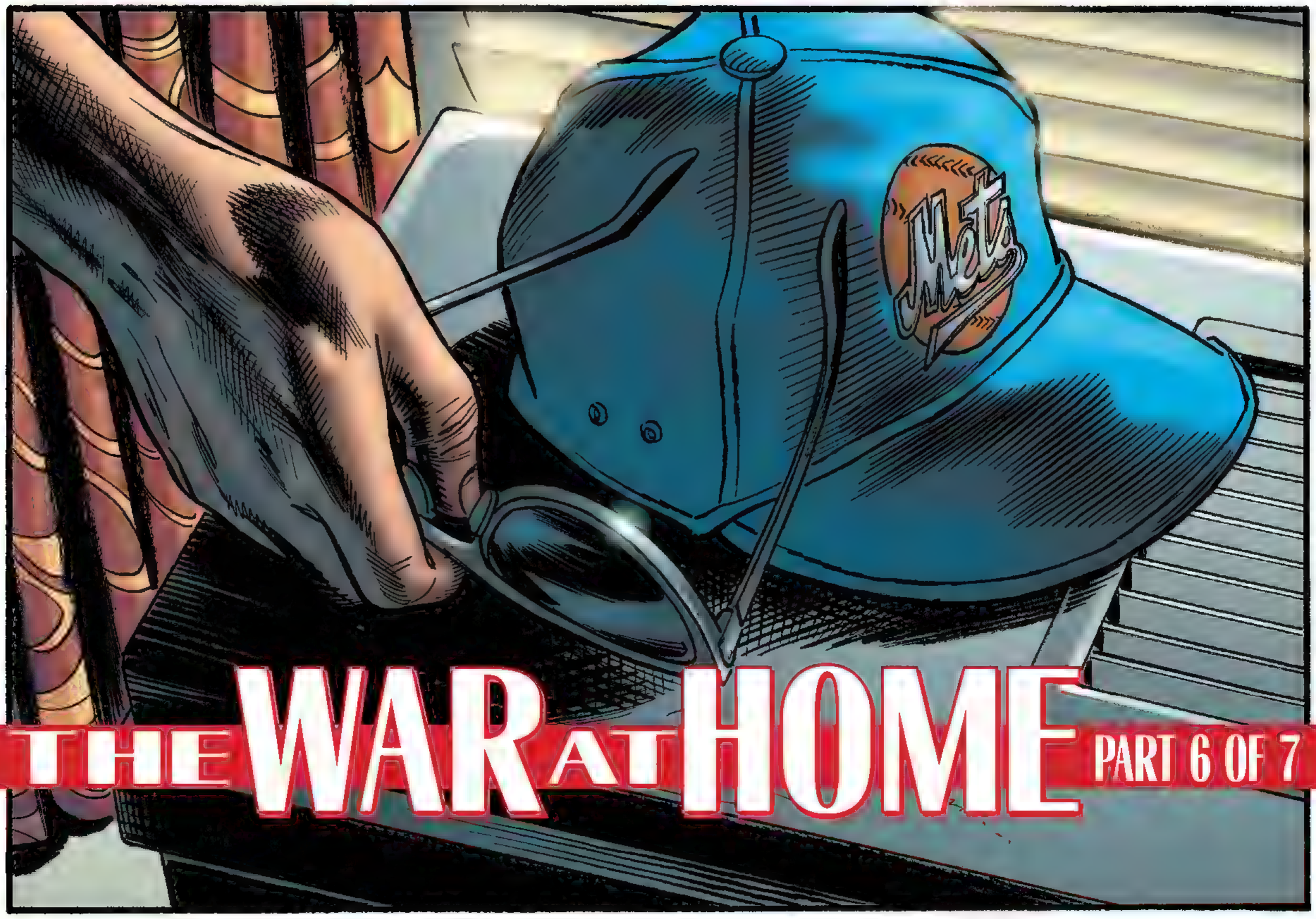
MOTEL
NO VACANCY


THE WAR AT HOME
PART 6 OF 7

DAILY BUGLE

25¢

1

DAILY

7

SPIDER-MAN/PARKER CHALLENGES REGISTRATION

LONG NIGHT?

YEP.

YEAH, ME TOO.

YOU GET BORED ANYTIME, YOU KNOW WHERE TO FIND ME, SWEETS.

BORED IS NEVER A PROBLEM.

JUST SAYIN'.

BOOP-BEEP-BOOP-BOOP-BOOP

LUCILLE, IT'S HONEY. YOU KNOW HOW I SAID I WAS GONNA STAY IN THIS UNTIL I COULD GET ONE BIG PAYDAY AND GET THE HELL OUTTA TURNING TRICKS?

WELL, I THINK I GOT SOMETHIN' GONNA PAY THE WAY OUT THE DOOR FOR *BOTH* OF US.

"WE HAVE TO FIND HIM AS QUICKLY AS POSSIBLE."

BECAUSE AFTER THAT LITTLE STUNT LAST NIGHT, STARK WILL DO EVERY-THING IN HIS POWER TO TAKE PETER DOWN. I KNOW HE'S TRYING TO KEEP THE HEAT OFF US BY KEEPING HIS DISTANCE, BUT AT LEAST HERE THERE'S A CHANCE FOR US TO PROTECT HIM.

WE'RE NOT GONNA HAVE MUCH TIME. STARK WILL TURN THIS WHOLE CITY UPSIDE DOWN TO FIND PETER, AND WE DON'T HAVE ANYWHERE *NEAR* HIS RESOURCES.

I CAN TAKE CARE OF MYSELF.

FLAME ON!

I KNOW.

THAT'S WHY I NEED YOU OUT THERE. I KNOW IT MEANS PUTTING YOU AT RISK AS WELL, BUT--

DON'T WORRY.

Okay, I've got several ways to go after Peter...sources I can check, old haunts where I know he used to hang out.

Just have to get his attention.

"WOULD YOU LIKE SOME MORE TOAST, PETER?"

MOTEL

NO VACANCY

NO, THANKS, AUNT MAY. I'VE HAD PLENTY.

SO WHAT'S THE AGENDA FOR TODAY?

LAY LOW UNTIL NIGHTFALL. TRY NOT TO ATTRACT ANY ATTENTION.

THAT MAY NOT BE AN OPTION, PETER.

WHY NOT?

COME TAKE A LOOK.

OH.

PLANET HOLLWOOD

"NOW *THAT'S* WHAT I CALL SENDING AN INSTANT MESSAGE."

"I TAKE IT YOU RECEIVED MY MESSAGE, MR. FISK?"

40

I DID. THIS HAD BETTER BE GOOD. I WAS JUST ABOUT TO GET MY DAILY MASSAGE.

I THINK YOU WILL FIND THIS OF *GREAT* INTEREST, MR. FISK.

WE HAVE LOCATED THE INDIVIDUAL OF WHOM WE HAVE SPOKEN PREVIOUSLY. I KNOW THAT, AS AN HONEST BUSINESSMAN, YOU WISH THIS PERSON TO RECEIVE THE BONUS HE IS LONG OVERDUE--

--SO I WANTED TO CHECK WITH YOU TO CONFIRM WHETHER OR NOT YOU STILL WANTED HIM TO GET WHAT'S COMING TO HIM.

+2

ABSOLUTELY. I WANT HIM TO GET NOTHING BUT THE VERY BEST.

AND I WANT IT DONE IMMEDIATELY-- TODAY, IF POSSIBLE. WE DON'T WANT TO LOSE ANY TIME IN CASE HE MOVES.

I WANT THIS DELIVERED TO HIS ADDRESS, AND I WANT IT TO BE A COMPLETE SURPRISE. THE KIND OF SURPRISE THAT JUST CAN'T MISS.

CONSIDER IT DONE, MR. FISK.

JUST ONE LAST THING. IF HE *DOES* MOVE ON BEFORE WE CAN DELIVER THE PACKAGE...WHAT THEN?

THEN DELIVER THE PACKAGE TO ANYONE AT HOME WHO CAN ACCEPT IT.

ANYONE?

PIG25

ANYONE.

BECAUSE IN THE END, AS WITH *ALL* GIFTS... IT'S THE *THOUGHT* THAT COUNTS, ISN'T IT?

SO YOU'RE GOING TO LOOK FOR HIM?

I'M GOING.

YOU REALIZE THIS COULD BE A TRAP.

THE THOUGHT HAD OCCURRED TO ME.

BUT YOU TRUST HIM.

THIS ISN'T A TIME FOR TRUST.

THEN WHY GO?

BECAUSE THIS ISN'T A MATTER OF TRUST.

COULD STARK THINK OF ASKING PETER TO GO THROUGH ALL THIS JUST SO HE COULD GET CLOSE TO US AND SET US UP?

ABSOLUTELY.

WOULD PETER GO ALONG WITH IT?

MAYBE.

BUT I'VE WORKED WITH PETER, AND THE THING ABOUT HIM IS THAT HE'S THE WORST LIAR I'VE EVER SEEN. HE HAS TOO MUCH RESPECT FOR THE TRUTH, SO WHEN HE LIES, IT SHOWS.

AND WHAT I SAW ON HIS FACE LAST NIGHT WAS THE UNVARNISHED TRUTH.

I'M NOT ARGUING.

BUT IT'S *JUST* AS POSSIBLE THAT STARK *MANEUVERED* PARKER INTO THIS POSITION, SO HE'D DO *EXACTLY* WHAT HE'S DOING.

THAT HE'S TELLING THE TRUTH AS HE SEES IT DOESN'T MEAN HE ISN'T BEING *USED*.

AND IF HE'S BEING *USED*, THEN YOU'RE BEING *USED*...AND THAT'S DANGEROUS.

IT'S *POSSIBLE*, STEVE...

"...AND YOU KNOW IT'S POSSIBLE."

SO.

COME HERE OFTEN?

THAT WAS A VERY BRAVE THING YOU DID.

THANKS.

FOOLISH, BUT BRAVE.

SO IT WAS THE WRONG THING TO DO?

I DIDN'T SAY THAT. BUT IT DOES PUT YOU AT EVEN GREATER RISK.

I HAD TO GET A MESSAGE OUT, TO THE PEOPLE, SO THEY'D UNDERSTAND WHAT'S GOING ON.

EXCEPT, OF COURSE, THAT THE MEDIA IGNORED EVERY-THING ABOUT THE PRISON, AND SPENT ALL THEIR TIME TALKING ABOUT HOW YOU WERE CHALLENGING THE GOVERNMENT.

THEY'VE GOT YOU PEGGED AS A BENEDICT ARNOLD AND A TRAITOR TO THE AMERICAN CAUSE.

THEY'VE BEEN SAYING WORSE ABOUT YOU LATELY.

I KNOW.

SO HOW DO *YOU* DEAL WITH IT?

I'VE SEEN THAT LOOK BEFORE... YOU'VE GOT A STORY, DON'T YOU?

PETER--

C'MON, GRAMPA STEVE... TELL US A STORY.

WHEN THE WHOLE *COUNTRY* IS AGAINST YOU...WHEN IT'S ALL BEARING DOWN ON YOU LIKE SOME KIND OF TEN-TON WEIGHT, AND YOU DON'T KNOW YOUR OWN HEART ANYMORE SOMETIMES--

HOW DOES THE MAN WHO IS THE COUNTRY REACT WHEN THE COUNTRY GOES A DIFFERENT WAY?

YOU REALLY WANT TO KNOW?

I DON'T WANT TO KNOW, CAP--

I *NEED* TO KNOW.

--HOW DOES SOMEONE LIKE *YOU* DEAL WITH IT? I MEAN, YOU PRACTICALLY *ARE* THE COUNTRY.

I REMEMBER THE FIRST TIME I REALLY *UNDERSTOOD* WHAT IT WAS TO BE AN AMERICAN...WHAT IT WAS TO BE A PATRIOT.

"I WAS JUST A KID...A MILLION YEARS AGO, IT SEEMS SOMETIMES. MAYBE TWELVE. I WAS READING MARK TWAIN.

"AND HE WROTE SOMETHING THAT STRUCK ME RIGHT DOWN TO MY CORE...SOMETHING SO POWERFUL, SO *TRUE*, THAT IT CHANGED MY LIFE. I MEMORIZED IT SO I COULD REPEAT IT TO MYSELF, OVER AND OVER ACROSS THE YEARS. HE WROTE--

"IN A REPUBLIC, WHO IS *'THE COUNTRY?'*

"IS IT THE GOVERNMENT WHICH IS FOR THE MOMENT IN THE SADDLE? WHY, THE GOVERNMENT IS MERELY A TEMPORARY SERVANT; IT CANNOT BE ITS PREROGATIVE TO DETERMINE WHAT IS RIGHT AND WHAT IS WRONG, AND DECIDE WHO IS A PATRIOT AND WHO ISN'T. ITS FUNCTION IS TO OBEY ORDERS, NOT ORIGINATE THEM.

"WHO, THEN, IS 'THE COUNTRY?' IS IT THE NEWSPAPER? IS IT THE PULPIT? WHY, THESE ARE MERE PARTS OF THE COUNTRY, NOT THE WHOLE OF IT; THEY HAVE NOT COMMAND, THEY HAVE ONLY THEIR LITTLE SHARE IN THE COMMAND.

"IN A MONARCHY, THE KING AND HIS FAMILY ARE THE COUNTRY; IN A REPUBLIC, IT IS THE COMMON VOICE OF THE PEOPLE. EACH OF YOU, FOR HIMSELF, BY HIMSELF AND ON HIS OWN RESPONSIBILITY, MUST SPEAK.

"IT IS A SOLEMN AND WEIGHTY RESPONSIBILITY, AND NOT LIGHTLY TO BE FLUNG ASIDE AT THE BULLYING OF PULPIT, PRESS, GOVERNMENT, OR THE EMPTY CATCHPHRASES OF POLITICIANS.

"EACH MUST FOR HIMSELF ALONE DECIDE WHAT IS RIGHT AND WHAT IS WRONG, AND WHICH COURSE IS PATRIOTIC AND WHICH ISN'T. YOU CANNOT SHIRK THIS AND BE A MAN.

"TO DECIDE IT AGAINST YOUR CONVICTIONS IS TO BE AN UNQUALIFIED AND INEXCUSABLE TRAITOR, BOTH TO YOURSELF AND TO YOUR COUNTRY, LET MEN LABEL YOU AS THEY MAY.

"IF YOU ALONE OF ALL THE NATION SHALL DECIDE ONE WAY, AND THAT WAY BE THE RIGHT WAY ACCORDING TO YOUR CONVICTIONS OF THE RIGHT, YOU HAVE DONE YOUR DUTY BY YOURSELF AND BY YOUR COUNTRY. HOLD UP YOUR HEAD. YOU HAVE NOTHING TO BE ASHAMED OF."

DOESN'T MATTER WHAT THE PRESS SAYS. DOESN'T MATTER WHAT THE POLITICIANS OR THE MOBS SAY. DOESN'T MATTER IF THE WHOLE *COUNTRY* DECIDES THAT SOMETHING *WRONG* IS SOMETHING *RIGHT*.

THIS NATION WAS FOUNDED ON ONE PRINCIPLE ABOVE ALL ELSE: THE REQUIREMENT THAT WE STAND UP FOR WHAT WE BELIEVE, NO MATTER THE ODDS OR THE CONSEQUENCES.

WHEN THE MOB AND THE PRESS AND THE WHOLE *WORLD* TELL YOU TO MOVE, YOUR JOB IS TO PLANT YOURSELF LIKE A TREE BESIDE THE RIVER OF TRUTH, AND TELL THE WHOLE *WORLD*--

--"NO, YOU MOVE."

CAN I, LIKE, CARRY YOUR BOOKS TO SCHOOL?

FOR THE REST OF MY LIFE?

COME ON... TIME TO GET YOU BACK TO THE REST OF THE GROUP.

I MEAN IT.

I CAN GIVE YOU MY LUNCH. MY AUNT MADE TUNA SANDWICHES.

AGAIN.

And as I run toward the edge of the roof, off the edge of what I've known and into the darkness of whatever's coming, beside the one hero who will never betray his convictions, never betray those who followed him, I think--

--it feels good to be on the right side again.

YOU'VE GOT AN ADDRESS?

THE ADDRESS, AND YOUR FEE, ARE BOTH IN THE ENVELOPE.

MY CLIENT WISHES TO REINFORCE THAT YOU WILL ONLY HAVE, AT BEST, ONE SHOT AT THE PRIMARY TARGET, SO MAKE THE BEST OF IT.

AND THE SECONDARY TARGETS?

AMUSE YOURSELF.

DEALER'S CHOICE. IF HE'S GONE, THEY REALLY DON'T MATTER. BUT IF YOU CAN'T ACQUIRE THE PRIMARY--

UNDERSTOOD.

ONE OTHER THING. THE TARGET HAS A TENDENCY TO SENSE DANGER WHEN IT'S COMING. THIS MAY COMPLICATE THE JOB.

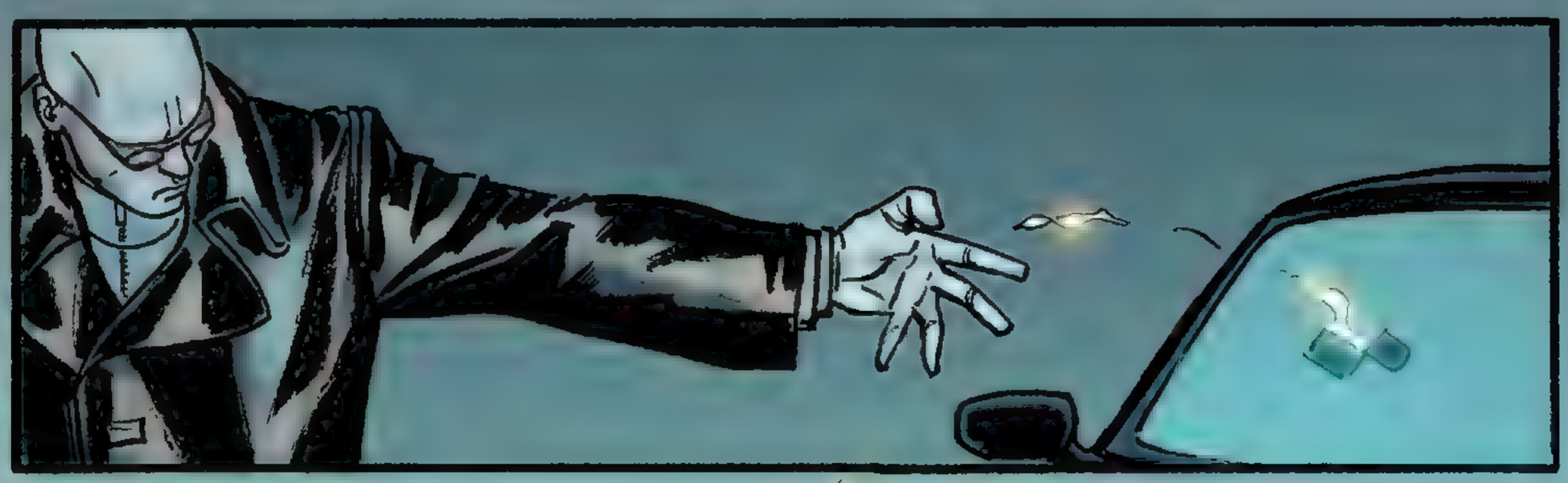
NOT A PROBLEM. I'VE COME ACROSS THAT SORT OF THING BEFORE. I HAVE A LITTLE SOLUTION TO THAT PROBLEM.

IT'S CALLED SLEEPING ON THE JOB. IT'S ONE OF MY TWO TRADE SECRETS.

YEAH? WHAT'S THE OTHER?

NEVER LEAVE A DIRECT CONNECTION TO A JOB ALIVE TO TESTIFY AGAINST YOU.

WHUD!-WHUD!-WHUD!



I DON'T LIKE IT...HE SHOULD HAVE BEEN BACK BY NOW, HE--

NOK NOK

YES?

JUST CHECKING TO SEE IF YOU NEEDED ANY FRESH TOWELS, MA'AM.

NO, WE'RE FINE, THANKS.

OKAY, MA'AM, THANKS. GOOD NIGHT.

GOOD NIGHT.

6

5

MOTEL

THE HITMEN
LIVE

"YOU DID A VERY BRAVE THING, PETER."

I MEAN, IT TAKES A LOT OF COURAGE TO CHANGE YOUR MIND ABOUT SOMETHING AFTER GOING SO FAR DOWN THE ROAD. SAYING "I WAS WRONG," HAS TO BE THE HARDEST SENTENCE IN THE ENGLISH LANGUAGE.

ACTUALLY, THE HARDEST SENTENCE IN THE ENGLISH LANGUAGE IS, *"WHAT ARE YOU DOING WITH MY WIFE?"* THERE'S NEVER A REALLY GOOD ANSWER TO THAT ONE.

YOU'VE COME AT A GOOD TIME, PETER. WE'RE MOVING TOWARD A FINAL SHOWDOWN WITH TONY'S FORCES. WE COULD USE ALL THE HELP WE CAN GET.

WELL, I'LL DO WHATEVER I CAN. BUT IT LOOKS TO ME LIKE YOU'VE GOT IT COVERED.

I HOPE SO. WHEN YOU GO INTO BATTLE, THERE ARE THREE ELEMENTS TO PLANNING OUT THE ENGAGEMENT. YOU HAVE TO BE SURE YOU KNOW WHAT YOU KNOW, AND YOU HAVE TO KNOW WHAT YOU DON'T KNOW.

SO WHAT'S NUMBER THREE?

THREE'S THE DIFFICULT PART. BECAUSE THERE ARE ALWAYS SOME THINGS THAT YOU DON'T ***KNOW*** YOU DON'T KNOW. AND THOSE ARE THE THINGS THAT CAN GET YOU KILLED.

"WE KNOW TONY'S RESOURCES, HIS NUMBERS, AND THANKS TO YOU, HIS STRATEGY. WE KNOW A ***LOT*** ABOUT WHAT'S COMING."

KNOWING SO MUCH JUST MAKES ME ALL THE MORE CONCERNED ABOUT TRYING TO FIGURE OUT WHAT IT IS THAT WE DON'T KNOW.

I THINK YOU'RE WORRYING TOO MUCH. YOU'RE THE BEST TACTICAL BRAIN ON THE PLANET--

"--I'M SURE THERE'S NOTHING YOU LEFT OUT OF THE EQUATION."

THE AMAZING SPIDER-MAN

A MARVEL COMICS EVENT

CIVIL WAR

THE WAR AT HOME

PART 7 OF 7

IS TARGET ACQUIRED?

NEGATIVE, ONLY SECONDARY TARGET. I'M GOOD TO GO IF YOU WANT TO--

HOLD OFF FOR NOW. SECONDARY TARGET IS VIABLE AS A CONSOLATION PRIZE. THE PRIMARY TARGET REMAINS--

PETER?

IT'S PETER. HE WANTS TO TALK TO YOU.

GOOD. HE'S ALREADY AN HOUR LATE FOR DINNER.

HEY, TIGER...

HEY, SWEETIE.

SO WHEN'RE YOU COMING HOME? WE CLEANED OUT THE ROACHES JUST FOR YOU, AND--

MJ, I...

YOU'VE GOT YOUR SERIOUS VOICE ON. IS SOMETHING WRONG?

NO, I...

YES. MAYBE. IT'S...

IT'S JUST THAT IT'S ABOUT TO GET VERY...BAD... HERE, AND--

DON'T YOU SAY IT...THIS IS NOT A GOODBYE CONVERSATION--

I'M NOT SAYING ANYTHING'S GOING TO HAPPEN TO ME. I JUST...I JUST WANTED TO SAY--

--THAT I LOVE YOU. AND... I'LL SEE YOU SOON. OKAY?

I HAVE TO GO NOW. AS THEY ALWAYS SAY IN THOSE BIG BUDGET MOVIES WHEN THINGS GET REALLY HAIRY IN THE THIRD ACT--

"--THIS IS IT."

There was never any question that sooner or later it would come down to this.

Whether a law is right or wrong, moral or immoral, is an idea, a personal philosophy...but it always seems that fights over ***IDEAS*** skip over the barrier into the real world and become battles of real violence.

So why is it, then, that our dreams of peace, our aspiration to love, to better understand one another, so rarely make the same leap?

I don't know... I don't know...

All I know...is that now that the final battle has started, I can't stop...won't stop... until and unless *HE* stops.

And he won't. He'll never sacrifice what he stands for.

Not as long as he's alive.

And the people up there...in the buildings, in the media--

--in their over-priced condos and apartments--

--their press helicopters and Air Force jets, their weapons hot--

--I wonder if any of them realize we're not really fighting for ourselves, for our turf, for the right to wear a mask...we're fighting for ***THEM***.

For our ability to be there, without condition, when the darkness comes.

I guess I'll never really know.

But in the end, I suppose all that ***REALLY*** matters, is that ***THEY*** understand. That ***THEY*** know.

Because without Aunt May, without MJ, I wouldn't have anything worth fighting for.

Only things worth dying for.

DUDE! LOOK AT 'EM, WIPIN' EACH OTHER OUT!

YEAH... SAVES US THE TROUBLE!

EDITOR'S NOTE: THIS STORY TAKES PLACE BEFORE DAREDEVIL #93.

THE WAY THE FIGHT'S GOING, IT LOOKS LIKE WE MAY NOT NEED TO PULL THE TRIGGER, BOSS.

I DISAGREE.

IF OUR FRIEND SURVIVES, WE TAKE CARE OF HIM WHEN HE GETS HOME. IF HE'S KILLED IN ACTION, I WANT THE OTHER TWO TAKEN OUT ON--

--WELL, ON *PRINCIPLE*. AFTER ALL, THEY'LL BE UTTERLY DEVASTATED IN THE EVENT OF HIS DEATH. WHICH WILL MAKE OUR TASK--

--AN ACT OF MERCY.

HEY, MR. KINGPIN!

CHECK IT OUT!

BET YOU NEVER SAW *THAT* COMING.

QUITE THE OPPOSITE.

C275

A-32

C 5127

SEE THE FINAL CLIMACTIC BATTLE IN CIVIL WAR #7 FOR WHAT'S HAPPENING ON THAT TELEVISION SCREEN.

IN EVERY TWO-SIDED WAR THERE MUST, IN THE END, BE *ONE* WINNER AND *ONE* LOSER.

AND *THIS* ONE WILL SERVE US VERY, VERY WELL.

TONIGHT, THE CITY OF NEW YORK IS STILL REELING, STRUGGLING TO PICK UP THE PIECES OF A SHATTERED NEIGHBORHOOD AND COME TO GRIPS WITH THE EVENTS OF THE LAST TWENTY-FOUR HOURS.

PIG 25

TRYING TO ANSWER THE QUESTION... WHAT NOW?

AND WHAT DOES IT ALL MEAN?

WELL?

CAPTAIN AMERICA DEFEATED!

IRON MAN DEFEATED!

RUN IT.

SLOWLY, NEIGHBORS AND BUSINESSMEN AND OTHERS HAVE BEGUN TO MOVE OUT INTO THE STREETS--

--TO ASSESS THE REAL EXTENT OF THE DAMAGE, AND ITS COST.

BUT WHEN MEASURING THE COST OF THIS CONFLICT, WHAT DOLLAR FIGURE DO WE GIVE TO LIVES LOST, CAREERS DESTROYED, RELATIONSHIPS TORN APART AND WOUNDS THAT WILL NEVER TRULY HEAL?

Cafe

101 - 169

West 34th St

FashionAve.

UNE WAY

LOST HEROES, FALLEN HEROES--

--AND SOME WHO WILL NEVER GET UP AGAIN.

COMPLICATING MATTERS FURTHER ARE THE HEROES WHO CANNOT BE FOUND AMID THE RUBBLE AND DESTRUCTION. AMONG THOSE MISSING IN ACTION ARE TRIATHLON, COLDBLOOD...

AND NEW YORK'S OWN...SPIDER-MAN.

MARY JANE...?

I JUST... I NEED TO GET SOME AIR.

HE'LL BE ALL RIGHT, YOU KNOW.

HE WILL. HE WILL.

HE *HAS* TO BE.

CLICK

BZZZT!

JUST LET HIM COME HOME SAFE, GOD. I'LL DO ANYTHING, GIVE *UP* ANYTHING, IF YOU'LL JUST...

...LET HIM COME HOME. PLEASE.

I'LL GIVE UP ANYTHING... ANYTHING...

...ANYTHING.

WE'RE TOLD THAT THE PRESIDENT IS NOW MEETING WITH HIS ADVISORS TO CRAFT A SPEECH HE WILL GIVE TO THE NATION LATER TONIGHT.

MEANWHILE, MEMBERS OF THE SENATE AND THE HOUSE OF REPRESENTATIVES ARE SAYING THAT THE CONFLICT IS NOW AT AN END, AND THAT THE PARTIES ON ALL SIDES SHOULD NOW COME TOGETHER IN THE BEST INTEREST OF THE NATION. TO PUT OUR DIFFERENCES BEHIND US.

BILL FOSTER R.I.P.

DOUBTLESS, THIS WILL BE EASIER FOR SOME THAN FOR OTHERS.

Remember, Spider-Man seems to have a knack for knowing when trouble is coming his way. So be sure to stay as quiet as possible until--

SNICKERS

--well, *UNTIL.*

HUSSLER

YOU OF ALL PEOPLE SHOULD KNOW A WATCHED POT NEVER BOILS, MJ. HE'LL GET HOME WHEN HE--

THERE HE IS.

CLICK

WELCOME HOME, THE CONQUERING HERO!

BZZZT!

SO HOW DID IT GO?

FINE, FINE, I--

PETER? IS SOMETHING--

SOMETHING'S--

--SOMETHING... WRONG--

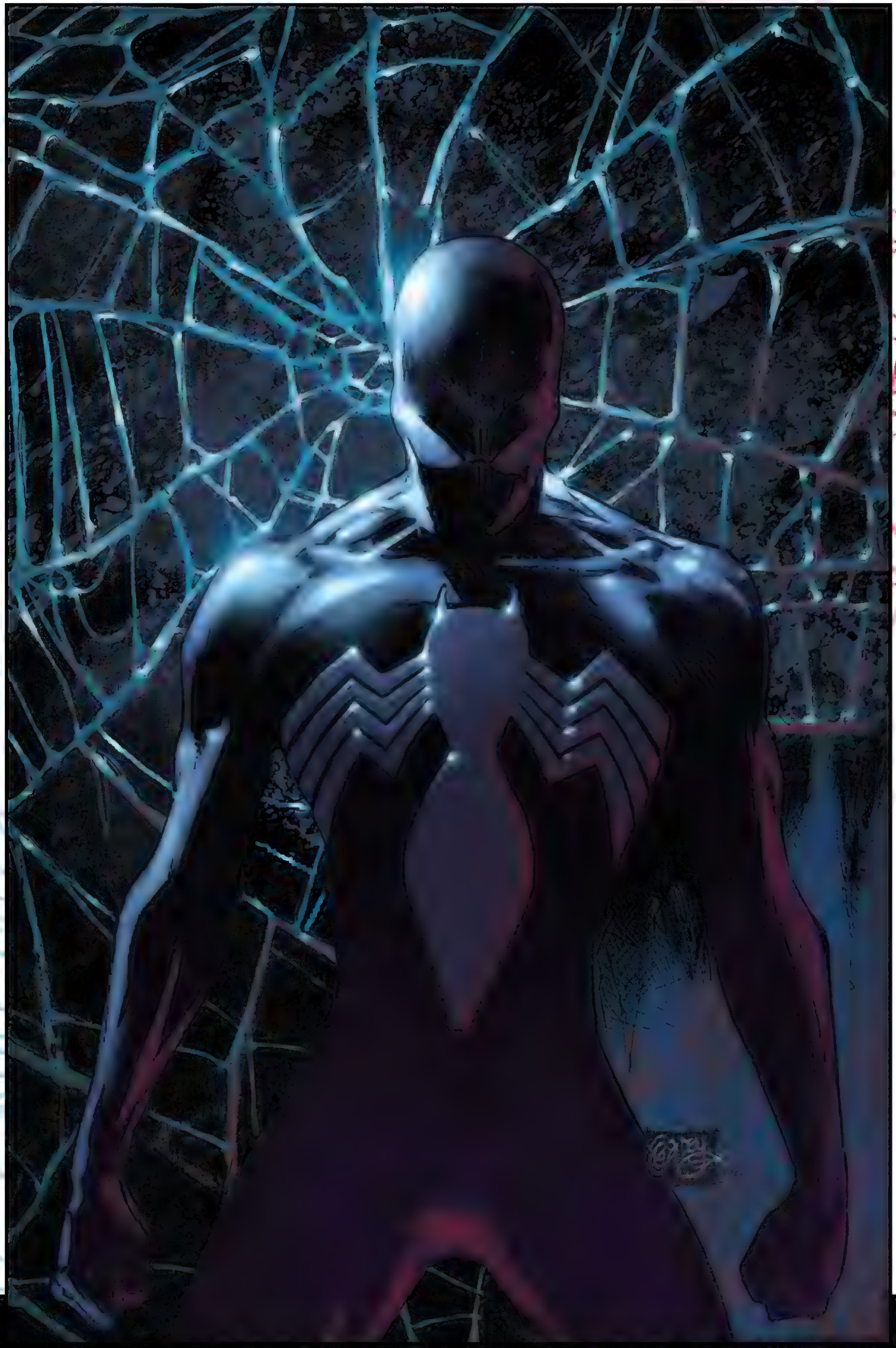
DOWN!

MJ... MJ, ARE YOU--

P-PETER...

NO... NO...

NOOOO!



AMAZING SPIDER-MAN #539 "BACK IN BLACK, PART 1 OF 5"

AUNT MAY!

NO!

--OGOD OGOD OGOD--

BACK IN BLACK

PART 1 OF 5

NO...NO MORE--

--NO MORE--

NO MORE!

NO MORE!

jeep

HUSTLER

911... HAVE TO DIAL 911...

HAVE TO--

NO TIME... SHE'LL BE DEAD BY THE TIME THEY GET HERE--

NO TIME!

...PETER...

HANG ON, AUNT MAY...I'M GETTING YOU TO A HOSPITAL... YOU'LL BE OKAY...

...SO SORRY...

MAY...

...YOU SHOULDN'T...

...PEOPLE WILL SEE YOU, THEY'LL KNOW WHO YOU...

...I'M SORRY, I...I MADE A MESS OF...OF...

MAY!!!

CRASH!

WHAT THE--

UPSTAIRS!

WHAT IS IT?

WE NEED A TRAUMA TEAM, STAT!

WE'VE GOT A GUNSHOT VICTIM! WE NEED TO STOP THE BLEEDING--

WE NEED COMPRESSION OVER HERE!

GET SOME PLASMA IN HERE, FAST!

SHE'S LOST A LOT OF BLOOD...

...GOD... AN AWFUL LOT...

MR. FISK...GOT A MESSAGE FOR YOU. DON'T KNOW WHAT IT MEANS, BUT--

YOU'RE BETTER OFF THAT WAY, CHARLIE. WHAT'S THE MESSAGE?

A MOVEABLE FEAST

The Old Man and the Sea

EDITOR'S NOTE: THIS STORY TAKES PLACE BEFORE DAREDEVIL #93

"FIRST GIFT BASKET NOT DELIVERED. BUT ONE OF THE OTHER TWO BASKETS WAS DELIVERED."

WELL, THEN, THE EVENING WASN'T A COMPLETE LOSS.

DO YOU KNOW EURIPIDES, CHARLIE?

WHICH CELL?

WHICH CELL. CHARMING. YOU'VE MISSED YOUR CALLING, CHARLIE. A MAN OF YOUR CALIBER SHOULD BE ON THE STAGE.

YEAH? MY WIFE SAYS THE SAME THING, SHE SAYS--

EURIPIDES. GREEK PLAYWRIGHT. 480-406 BC. WROTE *ALCESTIS*, *MEDEA*, *ELECTRA*... HE LOVED TRAGEDIES.

WHICH I SUPPOSE GIVES US SOMETHING IN COMMON.

HE WROTE WHAT IS PROBABLY MY FAVORITE LINE OF ALL TIME.

"WHOM THE GODS WOULD DESTROY...THEY FIRST DRIVE MAD."

PROLONGS THE PLEASURE, YOU SEE.

INTENSIFIES IT A THOUSAND-FOLD.

YOU UNDERSTAND, CHARLIE?

SURE THING.

WELL, KIND OF, I...

NO, NOT REALLY, MR. FISK.

JUST AS WELL.

BEST TO THE WIFE, CHARLIE.

THANKS, MR. FISK.

SUNTORY
WHISKEY

Cafe

MJ...

...BACK HERE.

HOW IS--

THEY'VE STABILIZED HER CONDITION, BUT SHE'S NOT GOOD, MJ, SHE'S--

--SHE'S NOT GOOD, AND I--

--I COULDN'T DO ANYTHING, IT'S OUTSIDE MY CONTROL, I COULDN'T--

THIS IS MY FAULT, MJ, MY--

NO, THAT'S NOT--

MY FAULT...

SHE'S IN COUNTY MEMORIAL. SHE'S GOING TO NEED MONEY--

YOU CAN'T DO THAT...WHOEVER PULLED THE TRIGGER MIGHT COME AFTER HER TO FINISH THE JOB.

I HAVE WHAT I TOOK WHEN I CLEANED OUT MY ACCOUNT. IT'LL COVER HER FOR A WHILE, BUT WITHOUT INSURANCE, WITHOUT TELLING ANYONE WHO SHE IS--

BOOK HER IN UNDER HER MAIDEN NAME, MAY REILLY. THERE MAY EVEN BE A BIRTH CERTIFICATE WITH THAT NAME ON IT SOMEWHERE.

GO TO HER, MJ. SIGN EVERY PIECE OF PAPER YOU HAVE TO, GET THE MACHINE MOVING.

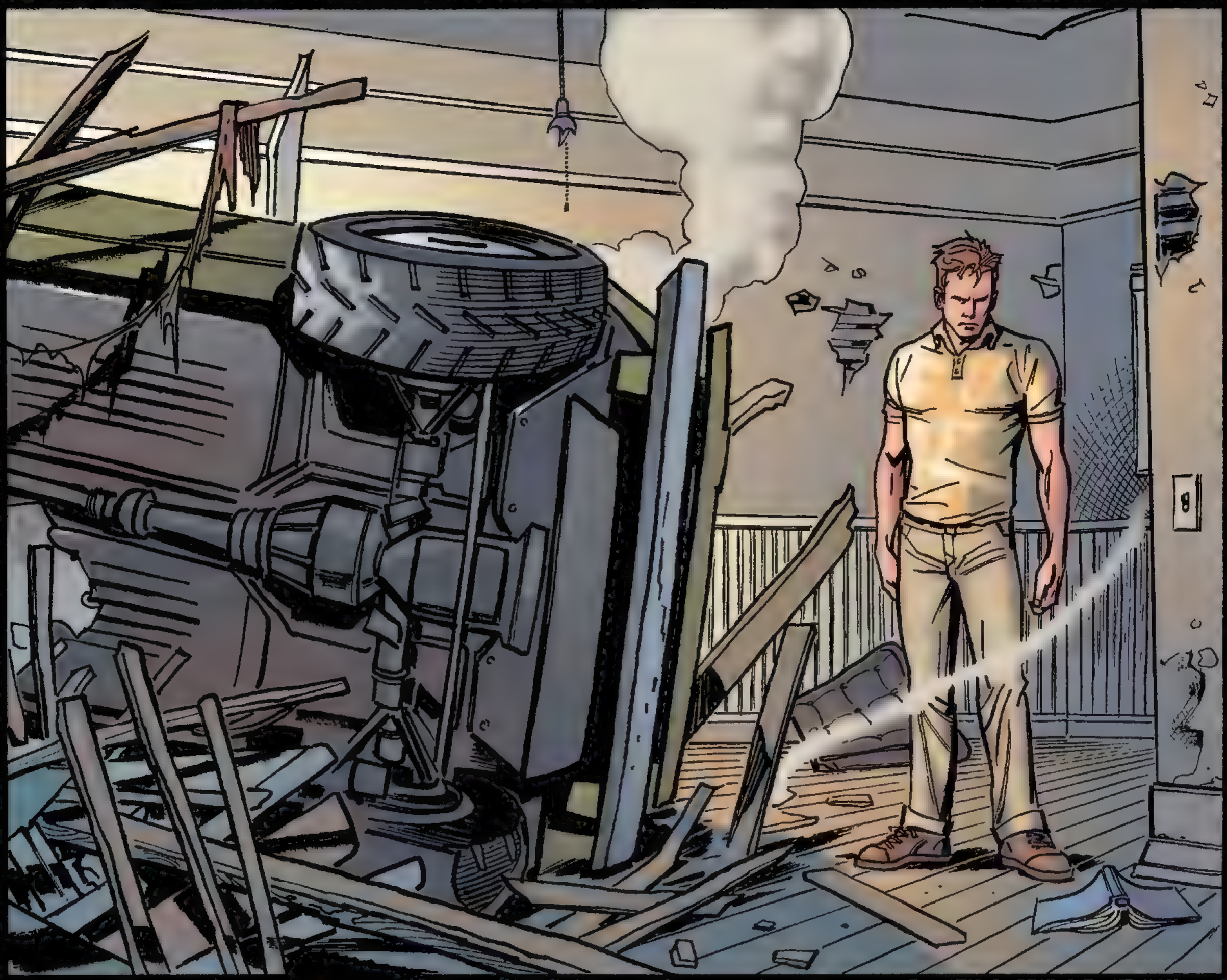
I WILL... WHERE ARE YOU GOING?

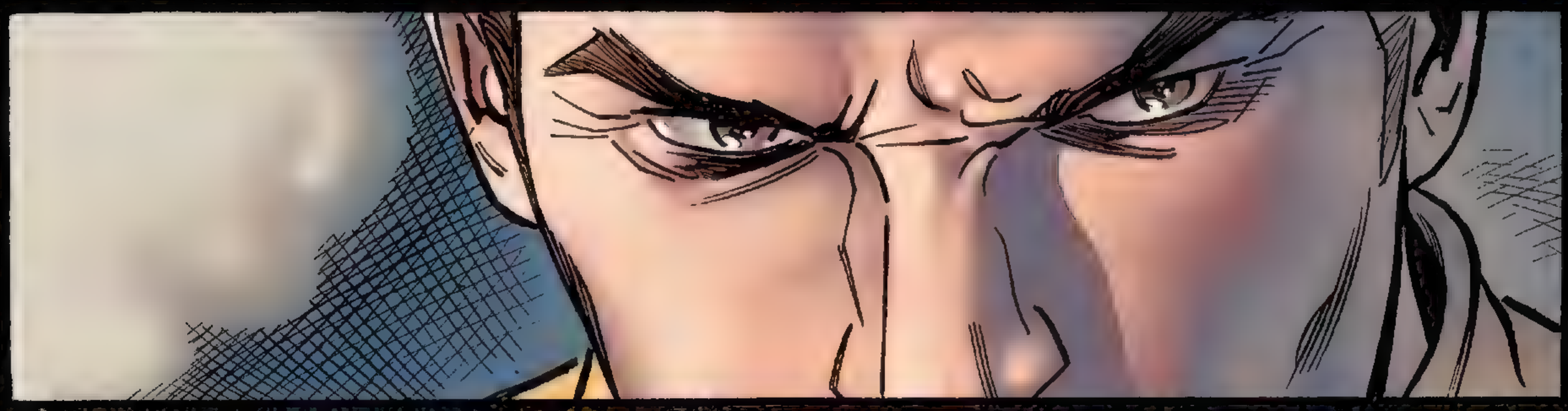
TO DO WHAT I DO BEST WHEN I REALLY PUT MY MIND TO IT, MJ.

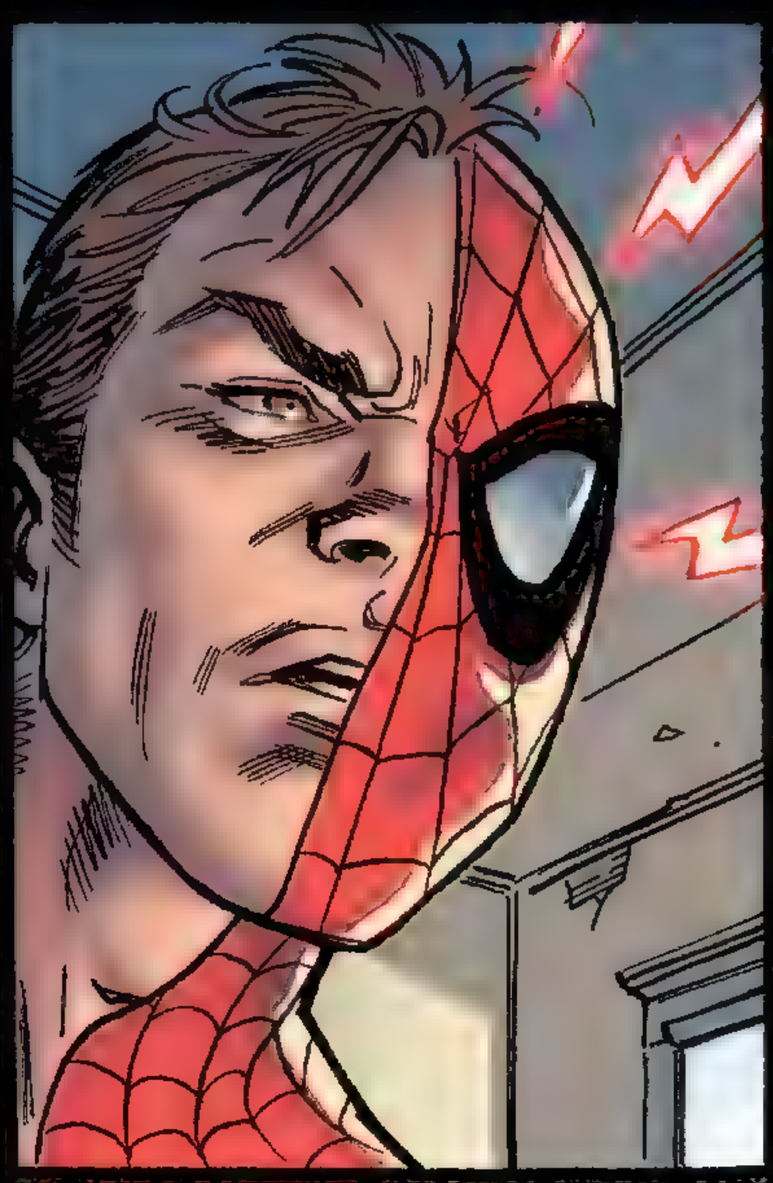
I'M GOING TO HURT SOMEONE.

HEY, PAL, YOU CAN'T COME IN HERE.

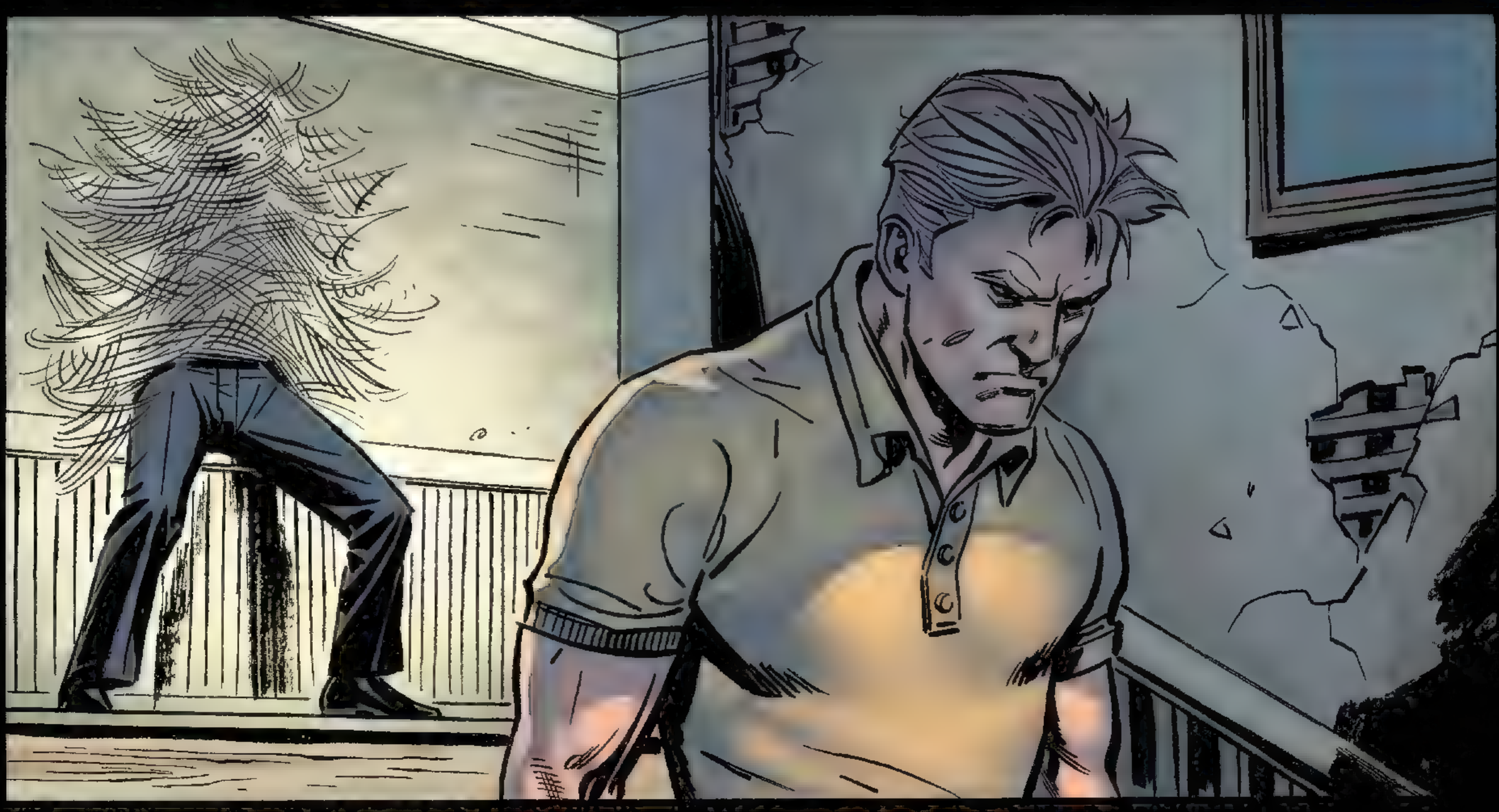
I SAID--







GUN
WAS



I can't do anything for May right now. I can't even show my *FACE* there because it's plastered on every newspaper across town. I'd only be bringing more jeopardy her way.

I can't stand by her bed, can't hold her hand, can't tell her I love her. I have to leave it to MJ and the doctors, who I know are doing everything they can.

This is all I *CAN* do...all I know *HOW* to do.

In New York, everyone *KNOWS* where the big guys hang out. Untouchables. Guys connected so high up the food chain that even the police are scared to mess with them.

Top-drawer drug dealers who sell to congressmen and celebrities...the underground sex trade...

...gun runners...

NICE. VERY NICE.

AS I PROMISED.

OKAY, BOYS... LET'S TAKE OUR BRIGHTSHINYS AND GET OUT OF--

I don't knock.

CRASH

I'm not in the mood.

Tonight, I don't care what the deal is, or who these guys are, or why they're buying what they're buying.

Tonight, they're just in the way, between me--

--and him.

But he's not going anywhere.

Not tonight. Not *THIS* night.

On THIS night--

--the rules are gone.

No jokes. No punches pulled.

As of tonight, no one gets away. No one threatens my family.

No one.

No one.

LOOK, I DON'T KNOW WHAT YOU WANT, BUT--

--I DON'T WANT ANY TROUBLE, AND YOU DON'T WANT ANY TROUBLE, SO WHY DON'T WE--

SHUT. UP.

TELL ME ABOUT THIS.

I DON'T KNOW WHAT YOU'RE TALKING ABOUT, I'VE NEVER SEEN THAT BEFORE IN MY--

I break his hand. It snaps like dry wood.

At another time I would've taken comfort in the thought that this hand would no longer be able to sell a gun to somebody, or pull a trigger. And maybe I will... later.

--HHUCCCHHHHH--

But not tonight.

I DIDN'T ASK YOU IF YOU'D *SEEN* IT BEFORE. I *ASKED* YOU TO *TELL* ME WHAT YOU *KNOW* ABOUT IT.

IT'S...IT'S FROM A GUNTER-WASS SCOPE. HIGH GRADE LENS. FIXED POWER OPTIC. ZERO DISTORTION. CLEANEST PARALLAX ADJUSTMENTS YOU'LL EVER FIND. VERY EXPENSIVE. HARD TO GET IN THE STATES. ONLY A FEW DEALERS CARRY IT.

WHO?

NO, NO WAY, I CAN'T... IF I TELL YOU, THEY'LL KILL ME.

WHAT THEY DO TO YOU IN A DAY OR TWO--IF THEY EVER FIGURE IT OUT--

--IS A *FRACTION* OF WHAT I WILL DO TO YOU RIGHT NOW, IF THE NEXT WORD OUT OF YOUR MOUTH ISN'T A FIRST NAME, FOLLOWED BY A LAST NAME, AND AN ADDRESS.

REPEAT AS NECESSARY.

ALL RIGHT...

...ALL RIGHT...

ESK
SHE WOULD'VE BEEN ADMITTED JUST A FEW HOURS AGO...
NO NAME? HOW AM I SUPPOSED TO FIND HER WITHOUT A--
LOOK, HOW MANY FEMALE SEVENTY-YEAR-OLD GUNSHOT VICTIMS DO YOU *GET* IN A NIGHT?
HONEY, YOU HAVE NO--
MISS?
I'M THE DOCTOR WHO TREATED YOUR--
AUNT. SHE'S MY AUNT. MAY REILLY. WHERE IS SHE?
INTENSIVE CARE. WE'VE DONE EVERYTHING WE CAN, BUT--
BUT SHE'S GOING TO BE OKAY, RIGHT? I MEAN, SHE'S ALIVE--
I'M AFRAID IT'S NOT THAT SIMPLE.
SHE'S LAPSED INTO A COMA. WE'RE KEEPING HER ALIVE, BUT IT'S ALL BEING DONE BY MACHINES BECAUSE HER OWN BODY HASN'T PICKED UP THE SLACK.
WHAT'RE YOU--
NOW, IT'S POSSIBLE THAT AGAINST ALL ODDS SHE MIGHT SOMEHOW COME OUT OF THIS COMA AND START FUNCTIONING AGAIN, BUT BARRING THAT--
--SOONER OR LATER--
--I'M AFRAID SHE'S GOING TO DIE.
She'll make it...she'll pull through...somehow... It's what she does...

Now I just have to do *MY* part.

I put this here a long time ago. I got rid of it in the first place because I thought it sent the wrong message.

Maybe I kept it because there might come a day when I'd *WANT* to send that message.

That I won't stop, can't *BE* stopped, until I find the people responsible for shooting May.

I *WILL* find them.

That the rules don't apply anymore. That the gloves are off.

And when I do--

--I'm going to kill them.

FedEx
AMBULANCE

BEEP-BREEE

BREEEEEEEP

500 mL

BACK IN BLACK

PART 2 OF 5

PETER...?

HOW IS SHE?

STILL IN INTENSIVE CARE. SHE--

--SHE'S IN A COMA, PETER.

BASICALLY SHE'S BEING KEPT ALIVE BY MACHINES RIGHT NOW. IF NOT FOR THAT, SHE'D BE--

THEY'RE HOPING THAT HER BODY WILL RECOVER ENOUGH TO TAKE OVER FROM THE MACHINES AT SOME POINT, BUT--

--BUT THEY SAY WE SHOULD BE PREPARED FOR THE WORST.

SHE'LL GET THROUGH IT. SHE HAS TO. SHE ALWAYS COMES THROUGH SOMEHOW.

SHOULD I BE THERE? IF THERE'S ANYTHING I CAN DO--

NO, RIGHT NOW THERE'S NOTHING ANYBODY CAN DO EXCEPT WAIT, EVEN THE DOCTORS SAY IT'S ALL UP TO MAY NOW.

THEY WON'T EVEN LET ME IN THE ROOM WITH HER, I HAVE TO LOOK AT HER THROUGH THE WINDOW LIKE SOME KIND OF GOLDFISH.

RIGHT NOW, IF YOU'VE GOT THINGS TO DO, THE BEST THING YOU CAN DO FOR MAY IS TO DEAL WITH THEM, AND GET WHOEVER'S RESPONSIBLE FOR THIS.

BECAUSE FRANKLY, THERE'S NOTHING TO DO HERE EXCEPT CRY.

OKAY, I--

--GOD, MJ, JUST... GOD--

--I'LL CHECK IN EVERY CHANCE I GET, BUT IF ANYTHING CHANGES, AND I MEAN ANYTHING...CALL.

I WILL. ARE YOU OKAY, PETER?

NO...I'M A LONG FREAKING WAY FROM OKAY, MJ. BUT AT LEAST I'VE GOT SOMETHING TO *DO*. OTHERWISE I THINK I'D JUST RIP MY OWN EYES OUT.

ONE THING'S FOR SURE, THOUGH.

"YOU'RE GOING TO SEE A LOT MORE PEOPLE BEING TAKEN TO THE HOSPITAL BEFORE THIS DAY IS OUT."

The only lead I've got is a list of four names, black-market gun dealers who sell an extremely high-end sniper scope. Guys who don't like to rat out their customers.

But I can fix that.

Very--

--VERY--

--quickly.

Three down. One to go.

Time to turn it on.

LOOK, PAL, I DON'T KNOW WHAT YOU'RE TALKING ABOUT, I--

UNNGH!

YEAH? SO WHAT'RE YOU GONNA DO ABOUT IT, HOT-SHOT? HALF THE COUNTRY'S LOOKING TO ARREST YOUR @$#.

WHAT AM I GOING TO DO ABOUT IT?

NO...WAIT... *WAIT--*

YOU SELL GUNS INTENDED FOR ONE THING ONLY: TO KILL PEOPLE FROM FAR AWAY BECAUSE, LIKE YOU, THE PEOPLE WHO BUY YOUR GARBAGE ARE COWARDS, AFRAID TO GET TOO CLOSE.

SO YOU LIVE UP HERE, WITH THE RICH FOLK, HIGH ABOVE THE GROUND WHERE YOUR GUNS ARE USED--

--WHILE THE COWARDS WHO *BUY* FROM YOU *FIRE AT INNOCENT PEOPLE FROM ACROSS THE STREET!*

THWAP

¡OOOOO!!

SO.

WANT TO ASK ME A *SECOND* TIME WHAT I'M GOING TO DO ABOUT IT?

NO...NO, PLEASE...I'LL DO *ANYTHING.*

YOU SELL GUNTER-WASS SNIPER SCOPES. VERY HIGH-END. HARD TO GET IN THE STATES. WHO DID YOU SELL THEM TO?

I ONLY GOT IN A COUPLE, I SWEAR--

NAMES.

RIGHT.

NOW.

He does as I ask.

The first two names belong to rich hunters who like to cut down the odds when it's them and a safari party against an animal half a mile away.

But the third name...

...the *THIRD* name...

...was the name I'd come looking for.

Jake Martino. A hit man working freelance around the country, doing jobs nobody else wanted. Which meant his attack on us wasn't personal, somebody hired him. The question now is who.

The dealer said Jake had friends in high places, that he was connected. Untouchable.

Well, he's about to *GET* touched. But first I need to find out where he is, and I don't have a lot of time. He might already be getting ready to bug out.

So I decide to cut through the red tape.

LOOK, PAL, YOU *KNOW* BETTER THAN TO DO THIS IN AN ALLEY--

S'NOT MY FAULT...I HADDA LOT TO DRINK, AND WHEN YOU GOTTA GO, YOU GOTTA GO--

LOOK, WE *ALL* GOT PROBLEMS. I GOTTA GO TOO, BUT I *WAIT* UNTIL I GET SOMEWHERE THAT I CAN--

UHM, MAC?

THAT MAY NOT BE AN OPTION.

Nothing personal against the NYPD--

--but I need this, and I don't think they'd let me borrow it for a few minutes.

JAKE MARTINO

Come on, come on, come on...what're they giving the NYPD these days for computers, old Commodore 64s?

Bingo.

I'm too late...he's cleaned the place out. He could be anywhere by now--

NORMALLY, I'D SAY THE WINDOW'S GONNA COST YOU--

--BUT I SAW YOU ON THE TV FIGHTING ALONGSIDE CAPTAIN AMERICA. USED TO BE IN THE ARMY MYSELF, AND WE ALL GOT A LOT OF RESPECT FOR CAP. ANYBODY WHO'S OKAY WITH HIM IS ACES BY ME.

BUT NEXT TIME, ***KNOCK*** FER CHRISSAKES.

SORRY, I WAS IN KIND OF A HURRY.

AM I RIGHT THAT JAKE MARTINO LIVES HERE?

YEAH. NICE GUY. QUIET. PAYS HIS RENT ON TIME, IN CASH. ONLY STAYS IN TOWN A FEW DAYS HERE AND THERE. I THINK HE MUST BE LIKE A CONSULTANT OR SOMETHING.

DO YOU KNOW WHERE I CAN FIND HIM?

YOU JUST MISSED HIM. HE CAME IN ABOUT TWENTY MINUTES AGO, GOT HIS STUFF AND GRABBED A CAB. I HEARD HIM SAY TO TAKE HIM TO THE TRAIN STATION.

Of course. An assassin, a sniper, couldn't exactly bring the tools of his trade into an airport. Unless you're driving, the train station is the last way out where they don't x-ray your luggage.

THANKS FOR THE HELP. NOW I HAVE TO--

WHAT, YOU CAN'T USE THE DOOR LIKE A CIVILIZED PERSON?

LISTEN, YOU OUGHTA KNOW... YOU'RE NOT THE ONLY GUY LOOKING FOR JAKE! TWO OTHER GUYS WERE JUST HERE! YO! DIDJA HEAR ME?

I heard him. My guess is that whoever hired him is looking to slam the door, make sure I can't find out who ordered the hit.

Which makes it all the more vital that I find him before they do.

The question is, how do I find this guy when I don't know what he looks like, or where he's going? He could still be waiting, or he could already be on a train and halfway to Newark by now.

There's just one chance, assuming he hasn't already left.

This guy tried to kill me and my family, so when he sees me, my guess is that he'll react big-time.

And with any luck, his reaction will be enough to trigger my spider sense.

HEY, YO, IT'S SPIDER-MAN!

HEY, WHATCHOO DOIN' HERE, SPIDEY? YOU NEED A LIFT SOMEWHERE?

SPIDEY? YOU IN THERE?

SHH...I THINK HE'S CONCENTRATING.

DON'T TOUCH HIM, MAN, I'M SERIOUS.

Got you.

TRACK 19

He makes a break for it. Good. I *WANT* him to run.

I want him to know what it feels like to be hunted.

Cornered.

Outgunned.

Doomed.

CLICK CLICK CLICK

Dead man walking.

BLAMM!

He drops the gun as I break his arm.

CRACK!

PICK IT UP.

YOU'VE STILL GOT ONE GOOD ARM. GO AHEAD.

...NO...

I SAID PICK IT UP!

NOT SO EASY IS IT, WHEN THE OTHER SIDE FIGHTS BACK? NOT AS EASY AS SHOOTING AN OLD WOMAN THROUGH A WINDOW FROM ACROSS THE STREET? IS IT?

IS IT?

UNNHHH!

YOU SHOT HER! YOU SHOT MY AUNT!

PLEASE, I--

SHUT UP!

YOU DIDN'T SHOW ANY MERCY, WHY SHOULD I?

I DIDN'T--

YOU'RE A COWARD. THE WORST KIND OF COWARD, WHO HIDES BEHIND A TELESCOPIC LENS AND FIRES FROM COVER. AFRAID TO SHOW YOUR FACE. AFRAID TO LOOK YOUR VICTIMS IN THE EYE.

WELL, LOOK IN MY EYES, AND TELL ME WHAT YOU SEE.

NO? CAT GOT YOUR TONGUE? THEN LET ME ELUCIDATE.

I'M GOING TO KILL YOU. *AFTER* YOU TELL ME WHO HIRED YOU.

TELL ME NOW, AND I'LL END THIS FAST. HESITATE, DRAG THIS OUT...AND I'LL SHOW YOU DEPTHS AND LEVELS OF PAIN YOU'VE NEVER EVEN *DREAMED* OF.

I... I...

He's going to give up the name. I can tell.

And then I feel it.

NO!

Martino's unconscious. Just one chance--

--if I can make it.

Yes!

But there's always the chance that he might find the tracer and ditch it.

42 St - Grand Central

WE NEED AN AMBULANCE!

Track 3

PACINO
GODS UP THERE LAUGHING

I can't afford to lose Martino, in case he wakes up.

--was I really prepared to kill him for shooting May?

And the answer comes back.

Yes.

So I stay with him.

And as we race through the streets of the city, I ask myself--

In another time and place I would've been ashamed of that answer.

But not now... not this day.

But I discover the universe is still capable of dramatic irony as we pull into the same hospital where May is being treated.

Part of me is offended by the idea that the same hands that worked to keep May alive will now work to do the same for him.

But another part sees the symmetry in that...and approves.

PETER...?

I'VE BEEN SO WORRIED ABOUT YOU--

I'M FINE. HOW'S MAY?

NOT GOOD, PETER--

--SHE'S... NOT GOING TO MAKE IT.

Over the next few minutes, between sobs, she fills me in.

Coma.

Life support's all that stands between her and death.

Only a matter of time.

A matter of time.

IT'S NO GOOD...

HE'S GONE.

MARK TIME OF DEATH FOR THE CERTIFICATE, AND NOTE CAUSE AS--

"--DEATH BY GUNSHOT."

A sniper killed from afar by another man with a gun and good aim.

The symmetries tonight are so thick you could cut them with a knife.

IT'S OKAY, MJ, WE'LL GET THROUGH THIS, WE'LL SAVE HER SOMEHOW. AS LONG AS SHE'S ALIVE WE CAN'T STOP FIGHTING. IT'S NOT OVER.

WE'LL SAVE HER. WE WILL.

SOMEHOW.

Then I feel the proximity of the spider tracer...feel someone touching the web that has become my life.

And I know it's time.

YEAH, HE'S GONE. NO, AS FAR AS I KNOW, HE DIDN'T TALK. DIDN'T HAVE TIME. WE TOOK CARE OF IT.

YOU GOT ANY OTHER INSTRUCTIONS?

PSST... HEY, MISTER...

HEY--

SORRY, I DIDN'T HEAR YOU, I--

SHHHHH....

MMPTHHH!

--WE'LL FIGURE IT OUT FROM THERE.

I RECOMMEND CLEARING OUT HIS APARTMENT IN CASE HE LEFT BEHIND ANYTHING THAT CAN TIE US TO THIS.

THEN JUST LIE LOW UNTIL I GET BACK TO YOU.

It's just a single sentence...but I'd recognize that voice anywhere.

HELLO, MR. FISK.

WELL, HELLO, MR. PARKER. AND WHAT MAY I DO FOR YOU?

JUST ONE THING, MR. FISK.

YOU CAN DIE.

At last I know the truth. It was the Kingpin who hired the man who tried to kill me, and instead shot Aunt May.

The gunman is dead.

One down, one to go.

I CAN DIE?

MR. PARKER, LET ME EXPLAIN THE WORLD TO YOU.

BACK IN BLACK

PART 3 OF 5

I DON'T DIE. I HAVE SOME WHO DO THAT *FOR* ME, AND SOME WHO DO THAT *BECAUSE* OF ME.

BUT *I* DON'T *DIE*. IT WOULD BE--

--A VIOLATION OF THE LAWS OF NATURE, MR. PARKER.

IN THE LAST 48 HOURS, I'VE BROKEN JUST ABOUT EVERY LAW THERE IS, MR. FISK.

AMBULANCES ONLY

WHAT'S ONE MORE?

I'M GOING TO PULL THAT OFF, AND THEN YOU'RE GOING TO TELL ME WHAT YOU KNOW ABOUT THE MAN YOU JUST SHOT.

MMMPH!

I yank off the webbing.

AAGGH!

But I don't do it gently.

LOOK, PLEASE, I DON'T KNOW ANYTHING ABOUT HIM, I SWEAR--

DON'T LIE TO ME. I CAN *HEAR* YOUR HEARTBEAT.

IT GOES FASTER WHEN YOU LIE.

LIE TO ME AGAIN AND I'LL PULL IT OUT OF YOUR CHEST AND SHOW IT TO YOU.

It's not true, but he doesn't know that.

OKAY, OKAY!

LOOK, ALL I KNOW IS THE KINGPIN WANTED HIM OUT OF THE WAY 'CAUSE HE KNEW SOMETHING THE BOSS DIDN'T WANT ANYBODY ***ELSE*** TO KNOW.

THAT'S IT, THAT'S ALL, I SWEAR!

The terror in his eyes lets me know he's telling the truth.

I said I'd kill anyone directly involved in the shooting, but he's not. The Kingpin is using him same as he uses everybody else.

But I still need to send a message.

Then I hear MJ's footsteps coming toward us. I don't want this guy to know she or Aunt May are here.

PETER? WHAT'RE--

PETER?

"EVERYTHING OKAY, MR. FISK?"

REASONABLY SO, CHARLIE. YOU?

GOOD. WELL, YOU KNOW. ALLERGIES SOMETIMES. IT'S THIS GLOBAL WARMING THING, RAISES THE POLLEN COUNT. I--

I NEED YOU TO DO SOMETHING FOR ME, CHARLIE.

--TODAY--

CRUNCH!

WELL, SURE, MR. FISK, AS LONG AS IT'S... YOU KNOW...WITHIN THE RULES.

I'M AFRAID I CAN'T HELP YOU THERE, CHARLIE, BECAUSE TODAY--

--WE ARE GOING FAR, FAR BEYOND THE RULES.

WHEN I FIRST ARRIVED IN THIS PLACE, THERE WAS SOME THOUGHT THAT I MIGHT BE STUCK HERE FOR A VERY, VERY LONG TIME. SO I MADE SURE THAT THERE WERE AMPLE--

--SUPPLIES--

--AROUND SHOULD THEY EVER BE REQUIRED.

YOU SEE, IN ANCIENT TIMES, IT WAS NOT UNCOMMON FOR A KING TO BE KIDNAPPED AND HELD HOSTAGE UNTIL A FEE WORTHY OF THE KING WAS PAID.

CRUNCH!

AND WELL, IN AN ENVIRONMENT LIKE THIS, A MAN SUCH AS MYSELF MUST BE PREPARED FOR *ANY* EVENTUALITY, HOWEVER UNLIKELY, INCLUDING THE POSSIBILITY OF SOMEONE MAKING JUST SUCH A MOVE.

PWNNNG

GIVEN THAT HISTORY LESSON, DO YOU KNOW WHAT I'M HOLDING IN MY HANDS, CHARLIE? CAN YOU GUESS WHAT THIS IS CALLED?

A KING'S RANSOM?

THAT'S RIGHT, CHARLIE. A KING'S RANSOM. NOT A KINGPIN'S RANSOM, BECAUSE BASED ON VALUE IT WOULD BE IMPOSSIBLE TO SNEAK THAT MUCH MONEY INTO THIS CELL... BUT A KING'S RANSOM?

OH, YES. MOST DEFINITELY.

SINCE MY ATTORNEYS TELL ME THERE'S A CHANCE THAT I MAY BE RELEASED SOON--THERE IS APPARENTLY SOME NEW NEGOTIATION GOING ON--I NO LONGER HAVE NEED OF THIS. SO I'M GOING TO BUY SOMETHING WITH IT.

EDITOR'S NOTE: FOR MORE ON THIS NEGOTIATION, SEE DAREDEVIL, ISSUES #92 AND 93.

THE SECOND THING I WANT YOU TO DO IS TO SHARE SOME OF YOUR NEWFOUND FORTUNE WITH THE GUARDS ON NIGHT SHIFT. USE AS MUCH AS YOU NEED TO CONVINCE THEM TO SIMPLY... LOOK THE OTHER WAY AT SOME POINT THIS EVENING.

JUST LOOK THE OTHER WAY, THAT'S ALL?

THAT'S ALL. ONCE YOU'VE DONE THAT, THE REST IS YOURS.

YOU AND THE MISSUS CAN FINALLY TAKE A NICE, LONG VACATION. PERHAPS FOR A CHANGE OF PACE YOU'LL FINALLY TRY SOMEPLACE THAT DOESN'T REQUIRE THEIR EMPLOYEES TO RUN AROUND IN MOUSE EARS.

SWITZERLAND, FOR INSTANCE.

YOU--

--YOU SAID THAT WAS THE *SECOND* THING. WHAT'S THE FIRST?

WHEN I CHECKED INTO THIS FINE ESTABLISHMENT, MY BELONGINGS WERE TAKEN AND STORED IN THE HOLDING LOCKERS DOWNSTAIRS. I WANT YOU TO GO DOWN THERE AND BRING ME SOMETHING.

I WANT YOU TO BRING ME MY CLOTHES.

I need to send a message.

HERE'S THE THING OF IT, MISTER.

JIM...MY NAME IS JIM... PLEASE, DON'T DO THIS... PLEASE...

HERE'S THE THING OF IT, *JIM*.

BY ALL RIGHTS, I SHOULD KILL YOU. NO, YOU WEREN'T DIRECTLY INVOLVED IN WHAT HAPPENED, BUT YOU WERE AN ACCESSORY AFTER THE FACT, AND THAT QUALIFIES YOU BY A TECHNICALITY.

...OGOD... OGOD...

BUT THEN I DECIDED TO SAVE MYSELF FOR THE MAN WHO GAVE THE ORDER, NOT THE GUY LOWER ON THE FOOD CHAIN.

YOU *DO* UNDERSTAND THE FOOD CHAIN, DON'T YOU...*JIM*?

HELP! SOMEBODY! PLEASE, HELP!

NO? THEN LET ME EXPLAIN.

THE FOOD CHAIN CONSISTS OF TWO PARTS. PREDATORS AND PREY.

PREDATORS... WELL, I DON'T THINK I REALLY NEED TO EXPLAIN THAT, DO I?

PREDATORS FEED ON PREY, AND WE MAY DEFINE PREY AS SOMETHING INCAPABLE OF DEFENDING ITSELF IN PROPORTION TO THE ATTACK.

A DEER AGAINST A WOLF, FOR INSTANCE.

OR AN OLD--

--DEFENSELESS--

--WOMAN--

--AGAINST A *MAN WITH A HIGH-POWERED RIFLE!*

TELL THEM. MAKE THEM ***UNDERSTAND***--

--THAT ANYONE WHO ***TRIES*** MOVES TO THE BOTTOM OF THE FOOD CHAIN...AND BECOMES PREY.

AND DOWN HERE, IN ***THIS*** FOOD CHAIN, THE ***RATS*** AREN'T THE PREDATORS. THE MEN WITH ***GUNS*** AREN'T THE PREDATORS.

TELL EVERYONE... TELL THE PEOPLE YOU WORK WITH...TELL EVERYONE IN THE WHOLE WIDE ***WORLD***... THAT MY FAMILY IS OFF-LIMITS. THAT NOBODY--

--NOBODY--

--TOUCHES THEM. FOR ANY REASON.

EVER.

PLEASE! THEY'RE...THEY'RE ALL ***OVER*** ME! PLEASE! I'LL DO ANYTHING!

YEAH?

THOSE ARE TWO EXAMPLES OF PREY, ***JIM.***

I'M BETTING THAT RIGHT NOW, YOU COULD SUPPLY ME WITH A THIRD.

PLEASE! THEY'RE...THEY'RE

FWISSH!

THEN HERE'S SOMETHING YOU CAN DO FOR ME.

I AM.

HAS THERE BEEN ANY CHANGE? ANY CHANGE AT *ALL?*

NO...AT LEAST NONE FOR THE BETTER.

THE MACHINES ARE THE ONLY THINGS KEEPING HER ALIVE RIGHT NOW. HER BRAIN IS UNDAMAGED SO FAR, BUT THE REST OF HER BODY HAS JUST...SHUT DOWN. IF WE LOST POWER, FOR EVEN A MOMENT--

UNDERSTOOD.

AND SOMETHING ELSE.

THERE'S A SOMETHING ELSE?

I'M PAYING FOR THIS IN CASH WITH EVERYTHING WE WERE ABLE TO TAKE OUT OF OUR SAVINGS, BUT IT'S GOING FAST. WHAT ALL THIS COSTS--THE EXTREME MEASURES, A PRIVATE ROOM, CRITICAL CARE--WE'RE BURNING THROUGH THAT MONEY WITH A SPEED THAT'S JUST FRIGHTENING.

THEN I'LL GET MORE MONEY, SOMEHOW, I--

IT'S NOT JUST THAT.

NOBODY PAYS FOR MEDICAL CARE IN CASH UPFRONT, IT ALWAYS GOES THROUGH AN INSURANCE COMPANY...UNLESS YOU'RE TRYING NOT TO BE NOTICED BY THE LAW OR SOMEBODY ELSE. THE MORE WE PAY CASH, THE MORE WE DRAW ATTENTION TO HER SITUATION.

SOONER OR LATER, SHE'S GOING TO BE NOTICED. WHEN THAT HAPPENS, IT'S ONLY A MATTER OF TIME BEFORE THEY FIGURE OUT WHO *SHE* IS, AND WHO *YOU* ARE. AND THEN--

THEN THE BAD PEOPLE COME.

YEAH...THEN THE BAD PEOPLE COME.

OKAY. OKAY.

SO.

WE GO FOR A HAIL MARY PLAY.

DO YOU REMEMBER ME TELLING YOU HOW I ONCE HAD SOME DOCTORS GIVE AUNT MAY A TRANSFUSION OF MY BLOOD? IT SAVED HER LIFE.

EDITOR'S NOTE:
AMAZING SPIDER-MAN #10.

YES...BUT YOU ALSO SAID THAT THE RADIATION IN YOUR BLOOD ALMOST KILLED HER LATER, AND YOU HAD TO GO THROUGH SOME PRETTY--

--RADICAL STEPS TO GET A CURE TO HER IN TIME.

I KNOW, I KNOW--

--BUT IF THE SERUM THAT SAVED HER HAD A LASTING EFFECT, IT MIGHT ALLOW HER TO ACCEPT MY BLOOD NOW.

BESIDES, WHEN THEY DID THE TRANSFUSION, THEY PURIFIED IT, TAKING OUT EVERYTHING BUT THE RED BLOOD CELLS TO AVOID FLUID OVERLOAD. MY WHITE BLOOD CELLS COULD HAVE SAVED HER FROM HAVING THAT REACTION.

SO IT WOULD HAVE TO BE A STRAIGHT-UP TRANSFUSION, NO DOCTORS TO PURIFY THINGS OR GET IN THE WAY.

EDITOR'S NOTE:
AMAZING SPIDER-MAN #31-33.

WHAT DO YOU NEED ME TO DO?

"I KNOW *HOW* TO DO IT, ALL I NEED IS THE EQUIPMENT.

"WE'LL NEED INTRAVENOUS TUBING, SHARPS, AND AN EMERGENCY STERILE TRANSFUSION KIT, PROBABLY MARKED ON THE FIRST AID BOXES AS GIVING SETS AND CANNULAE.

"I DECIDED A LONG TIME AGO THAT THIS WAS TOO DANGEROUS TO TRY AGAIN EXCEPT UNDER ONE CIRCUMSTANCE."

"WHAT CIRCUMSTANCE IS THAT, PETER?"

"WHEN NEITHER ONE OF US HAS ANYTHING LEFT TO LOSE."

IF IT HAS ANY EFFECT, WE SHOULD SEE IT PRETTY FAST. MEANWHILE--

PETER--

I SHOULD GO, I HAVE PLACES TO GO AND PEOPLE TO--

PETER, YOU SHOULDN'T BE GOING ANYWHERE. AFTER GIVING THAT MUCH BLOOD YOU NEED TO LIE DOWN, YOU'RE GOING TO BE WEAK--

I CAN'T, I-- I HAVE TO BE SOMEWHERE.

PETER, *LISTEN* TO ME, YOU'RE IN NO CONDITION TO--

NOK-NOK

MS. REILLY?

YES, JUST A MINUTE, I--

NEVER MIND--

"--IT'S TOO LATE."

WHAT THE--

SHUNK!

SHUNK!

SHUNK!

SHUNK!

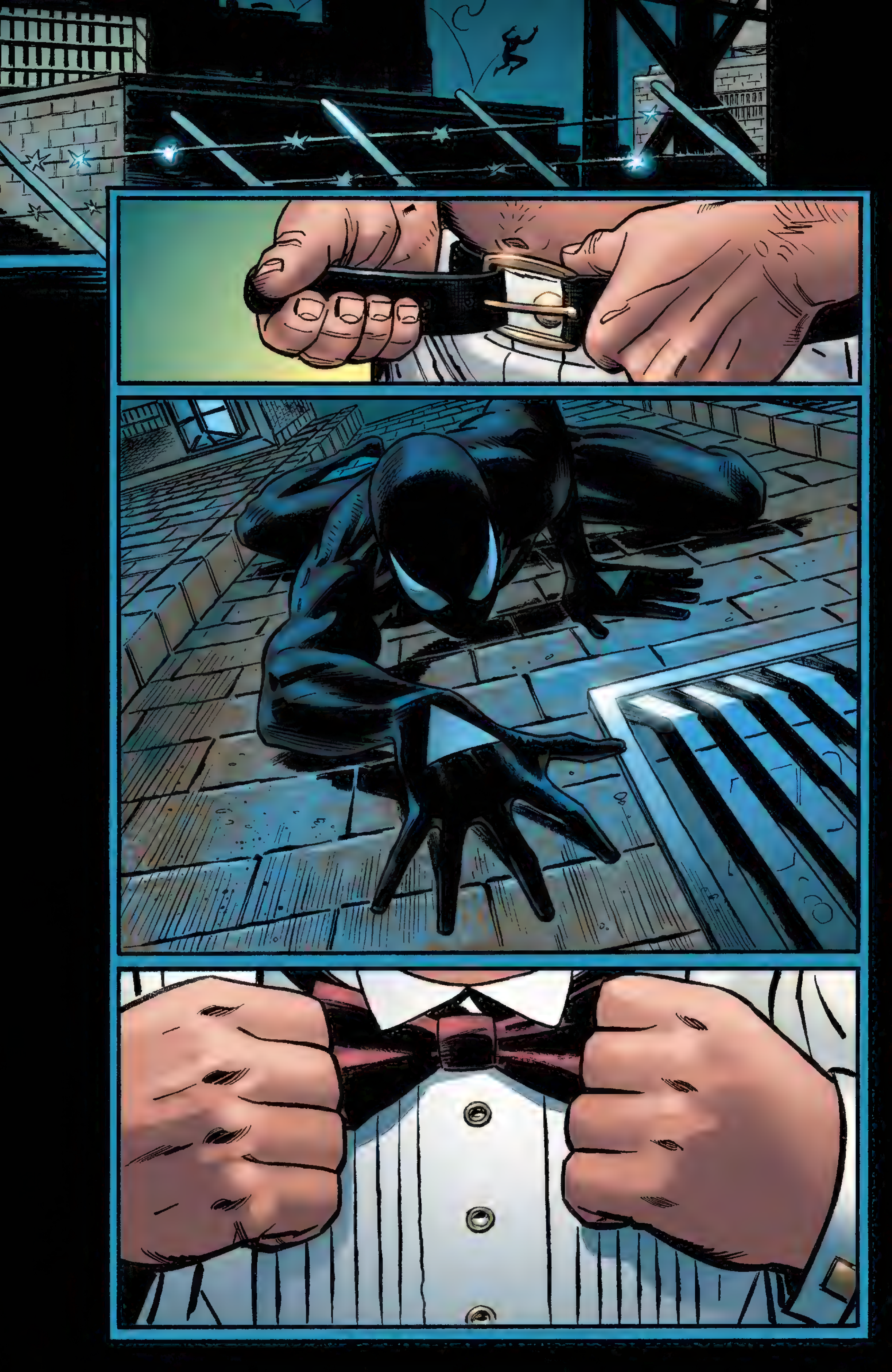
SHUNK!

HOW--?

WHO OPENED THE DOORS?

SHUNK!

PIC25



CLICK CLICK CLICK CLICK

CLICK

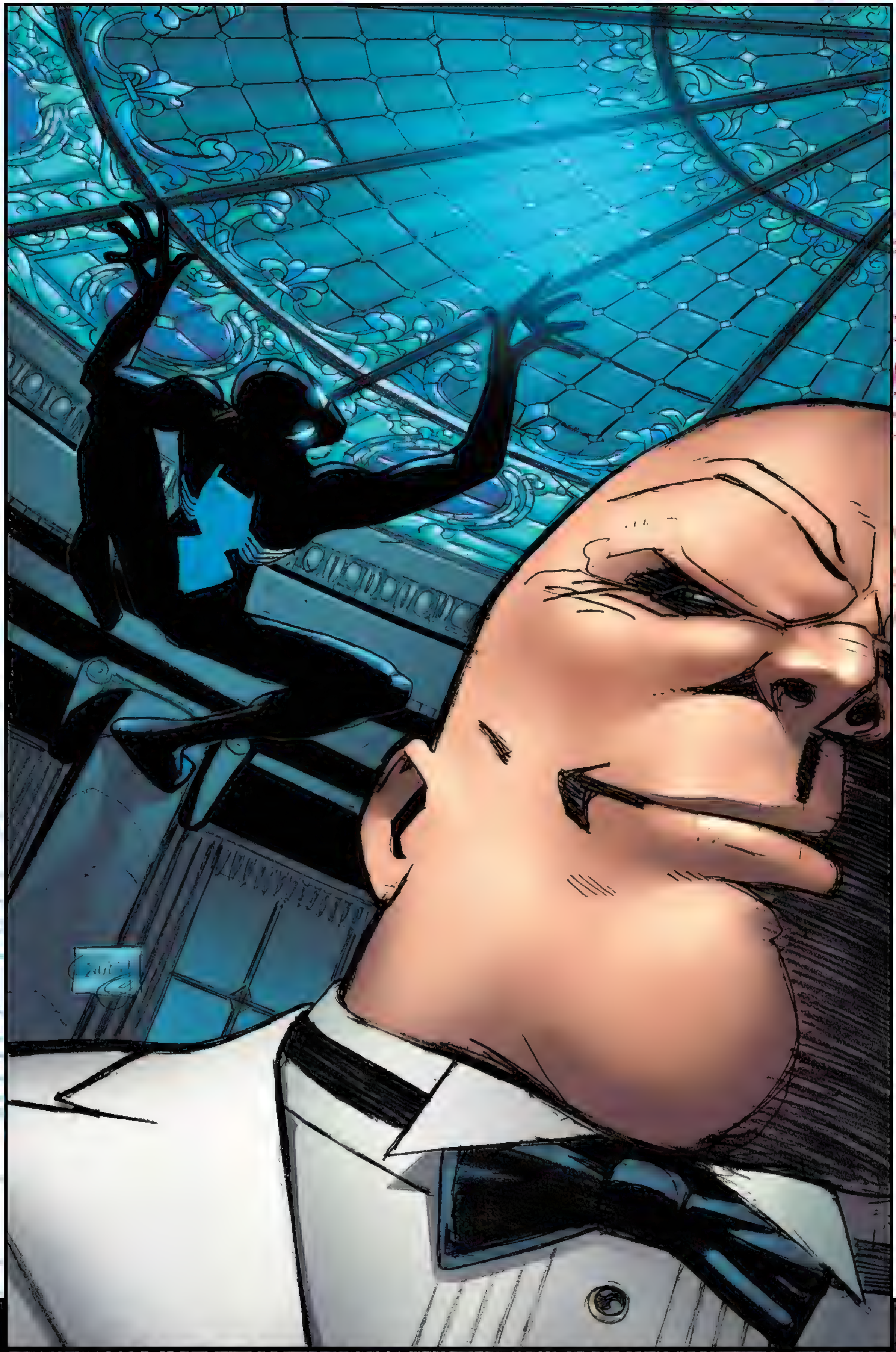
CRASH!

END OF THE ROAD, FISK.

YOU.

ME.

RIGHT NOW.



AS FAR AS AMBIENCE IS CONCERNED, IT'S NOT QUITE WHAT I WOULD HAVE CHOSEN FOR THE GRAND FINALE OF OUR LONG ASSOCIATION--

--SOMETHING PERHAPS A BIT MORE REGAL, OR EVEN A TOUCH GLADIATORIAL--

--BUT AS ARENAS GO, AT LEAST THIS ONE CERTAINLY COMES WITH A VERY APPRECIATIVE AUDIENCE, WOULDN'T YOU SAY, MR. PARKER?

BACK IN BLACK

PART 4 OF 5

AS I LOOK AROUND THIS ROOM, I SEE MURDERERS AND RAPISTS, THIEVES AND THUGS, PERVERTS AND PSYCHOTICS. MEN WHO MAY ONCE HAVE ASPIRED TO BE MORE THAN THESE THINGS, BUT HAVE SETTLED FOR THE NAMES THEY HAVE BEEN GIVEN.

BUT NO MATTER HOW DEBASED, PERVERSE, CRUDE OR FALLEN, THERE'S NOT A MAN HERE WHO DOES NOT LOOK DOWN ON ONE PARTICULAR BREED OF HUMANITY.

THE CHUMP.

A CHUMP IS SOMEONE WHO BELIEVES IN THE GREATER GOOD. WHO BELIEVES THAT GOOD TRIUMPHS *BECAUSE* IT IS GOOD. TRUSTS THE GOVERNMENT, TRUSTS HIS FELLOW CITIZEN, TRUSTS THE MAN IN THE IRON MASK WHO SAYS "SHOW THE WORLD YOUR TRUE FACE, PETER. IT'LL BE OKAY."

AND WE ALL SAW THAT FACE, DIDN'T WE? THE FACE OF A CHUMP.

A CHUMP WHO IS NOW HUNTED BY THE PEOPLE HE BELIEVED IN, SPURNED BY THE SYSTEM HE SUPPORTED, ABANDONED BY THE FRIENDS HE THOUGHT HE HAD, HIS WIFE LIVING IN A TWO-BIT MOTEL AND HIS DEAR, SWEET AUNT DYING IN A HOSPITAL BED BECAUSE HE COULDN'T EVEN STAND STILL LONG ENOUGH TO TAKE THE BULLET THAT WAS HIS BY RIGHT.

BUT I GUESS YOU CAN'T MAKE AN OMELETTE WITHOUT BREAKING A FEW OLD LADIES.

EVEN HIS USUAL SENSE OF HUMOR AND DEVIL-MAY-CARE ATTITUDE SEEMS TO HAVE ABANDONED HIM. MUST BE TERRIBLY DISTRESSING AND UNFORTUNATE TO HAVE ABSOLUTELY NOTHING LEFT IN LIFE EXCEPT THE DESIRE FOR REVENGE.

WHICH IS ESPECIALLY UNFORTUNATE SINCE ONCE YOU'VE MADE A MOCKERY OF EVERYTHING YOU STAND FOR AND VICTIMIZED THE WOMEN YOU SAID YOU LOVED, REALLY, WHAT'S LEFT *EXCEPT* HUMOR?

MOVING LIKE THE TRAP-DOOR SPIDER YOU IMAGINE YOURSELF TO BE, EH? LEAPING ON THE PREY SUDDENLY IN HOPES OF WEARING IT OUT OR CONFUSING IT, EH?

CHEAP THEATRICS. I HAD EXPECTED BETTER.

WELL?

YOU SAID YOU WERE COMING HERE TO KILL ME. ARE YOU HERE TO FIGHT, OR DANCE?

SAY SOMETHING, DAMN YOU.

ALL RIGHT.

WHAT THIS SUIT STANDS FOR, WHAT IT ***MEANS***...IS SOMETHING YOU CAN NEVER UNDERSTAND. IT REPRESENTS A PROMISE ABOUT ALL THE THINGS I SAID I WOULD DO--

--AND ALL THE THINGS I SAID I WOULD NEVER DO...ALL THE LINES I SAID I WOULD NEVER, EVER CROSS BECAUSE DOING SO WOULD DESTROY EVERYTHING THIS SUIT STANDS FOR.

AND ***THAT***, YOU SEE, IS WHY YOU'RE CONFUSED.

I'M NOT HERE TO KILL YOU.

I AM.

THE CROWD ROARS AS THEY FIGHT.

HE DOESN'T HEAR IT.

THERE'S NO CROWD. NO JOKES. NO CUTE REMARKS. NO ACROBATICS. NO WEBBING. NO TRICKS.

HE THINKS ONLY ONE THING.

"THIS IS THE MAN RESPONSIBLE FOR THE BULLET THAT RIPPED THROUGH ONE OF THE TWO PEOPLE I LOVE MORE THAN LIFE ITSELF."

"NO. NOT A MAN.

"A TARGET."

YOU FORGOT SOMETHING, FISK. SOMETHING YOU SHOULD'VE REMEMBERED BEFORE YOU DECIDED TO PUT A BULLET THROUGH SOMEONE TOO OLD AND FRAIL TO GET OUT OF THE WAY.

AND IT'S THIS.

FOR ALL YOUR ***MONEY***, FOR ALL YOUR ***CRUELTY***, FOR ALL YOUR BIG ***TALK***...YOU DON'T HAVE ANY REAL ***POWER***. YOU CAN'T FLY, CAN'T STICK TO WALLS, CAN'T TURN INTO LIVING FLAME OR STRETCH OUT ACROSS A TWENTY-FOOT ROOM.

AT THE END OF THE DAY, YOU'RE JUST A FAT MAN WITH AN ATTITUDE...A BALLOON JUST WAITING FOR SOMEONE TO STICK A NEEDLE IN IT.

AND ME?

I'M THE NEEDLE.

AGAAHH!

UNNNH!

HUNH!

...KILL YOU... SWEAR TO GOD I'LL KILL...

GET UP, FISK.

I SAID, GET UP!

...GO TO HELL...

...I'LL GET UP WHEN I...I...

...CAN'T...

SLAP!

SLAP!

SLAP!

SLAP!

SLAP!

SLAP!

SLAP!

SLAP!

SLAP!

BALLOON.
NEEDLE.
NOW.
HERE'S HOW IT'S GOING TO HAPPEN.
I POUR A STREAM OF WEBBING DEEP INTO YOUR THROAT, YOUR ESOPHAGUS, ALL THE WAY DOWN INTO YOUR LUNGS, FILLING THEM COMPLETELY. THE ONLY WAY TO REMOVE IT SURGICALLY WOULD BE TO CUT OUT YOUR LUNGS, WHICH COULD NOT POSSIBLY BE DONE BEFORE YOU'D DIE FROM LACK OF OXYGEN.
I TURN YOUR ENTIRE RESPIRATORY SYSTEM INTO ONE BIG SOLID CHUNK OF USELESS TISSUE AND WEBBING.
IT TAKES THREE SECONDS.
ONE...
...TWO...
...THREE.

...WHAT--

UNH!

IF YOU'RE GOING...TO KILL ME...GET IT OVER WITH.

OH, I WILL. I SAID I WAS GOING TO KILL YOU, AND I AM.

BUT I DIDN'T SAY I WAS GOING TO DO IT *TODAY.*

YOU SEE, I'VE *LEARNED* SOMETHING FROM YOU, FISK. SOMETHING ABOUT CRUELTY... AND TIMING.

I'VE DONE SOMETHING FAR WORSE THAN KILL YOU, FISK.

I'VE *BEATEN* YOU.

AND EVERY MAN IN THIS ROOM *SAW* ME BEAT YOU.

AND *THEY* WILL TELL *THEIR* PALS, AND *THOSE* GUYS WILL TELL *THEIR* PALS, AND ON, AND ON...

...AND SOON THE WHOLE *CITY*, THE WHOLE *COUNTRY*, WILL KNOW WHAT YOU ALREADY KNOW...THAT YOU'VE BEEN BEATEN, IN PUBLIC, ONE-ON-ONE.

AND FOR A MAN AS *PRIDEFUL* AS YOU, WHO *NEEDS* FOR EVERYONE TO BELIEVE HE CAN'T BE BEATEN...THAT'S THE WORST PAIN YOU CAN EVER FEEL.

I *WANT* YOU TO LIVE WITH THAT KNOWLEDGE BECAUSE I KNOW IT WILL TEAR YOU APART DEEP INSIDE EVERY WAKING MOMENT OF EVERY DAY. I *WANT* YOU TO LIVE IN THAT KIND OF PERSONAL HELL. I *WANT* YOU TO *BURN*, FISK.

FOR A WHILE, AT LEAST. AND THEN...

YOU SEE, I'VE ALWAYS TRIED TO AVOID KILLING ANYONE PARTLY FOR MY OWN PRINCIPLES, AND PARTLY BECAUSE I WAS ALWAYS AFRAID HOW IT WOULD AFFECT MY *FAMILY* IF I KILLED SOMEONE. BUT IF MY AUNT IS DEAD,WELL... THAT TAKES CARE OF ONE REASON, AND THE OTHER... WELL, I CAN MAKE AN EXCEPTION.

SO. HERE'S HOW IT'S GOING TO HAPPEN.

THE MOMENT MY AUNT DIES, I'M COMING BACK FOR YOU, AND WE'RE GOING TO FINISH WHAT WE STARTED. AND AS OF RIGHT NOW, YOU KNOW--

--YOU *KNOW* THAT THERE IS NOTHING YOU CAN DO TO STOP ME. I WILL COME TO YOU, AND I WILL COUNT.

ONE...TWO... THREE.

MEANWHILE, YOU'LL LIVE WITH THE *MEMORY* OF THIS MOMENT, THE *HUMILIATION* OF THIS MOMENT...AND THE *MESSAGE* OF THIS MOMENT--

AND THEN--

--YOU'LL BE DEAD.

I SWEAR TO YOU, ON MY LIFE AND HER SOUL, ON EVERYTHING I HOLD DEAR...YOU'LL BE DEAD.

--WHICH IS DIRECTED AT THE REST OF YOU, AND EVERYONE YOU KNOW. PUT THE WORD OUT. IF *ANYONE* COMES NEAR ME OR MY FAMILY AGAIN...IF ANYONE EVEN *TOUCHES* THEM, OR ANYONE *ELSE* WHO MATTERS TO ME--

ROBBY

MATT

MIKE

--YOU WILL EXPERIENCE FIRSTHAND WHAT HAPPENED HERE TODAY.

YOU TOUCH THEM, YOU DIE. PAINFULLY. SLOWLY. DEFINITIVELY.

YOU ORDERED HER DEATH, FISK, SO IT IS ONLY APPROPRIATE THAT YOUR LIFE ENDS WHEN HERS DOES. SO IF I WERE YOU, I'D START PRAYING RIGHT ABOUT NOW TO TRY AND CONVINCE GOD TO GIVE HER EVERY POSSIBLE SECOND OF LIFE.

BUT TO TELL YOU THE TRUTH, IN YOUR POSITION, I WOULDN'T COUNT TOO MUCH ON GOD IF I WERE YOU.

SEE YOU AROUND, MR. FISK.

COUNT ON IT.

...WHAT'RE YOU LOOKING AT?

"DID YOU GET DONE EVERYTHING YOU HAD TO DO, PETER?"

YEAH... ALL DONE.

FOR NOW, ANYWAY. BUT LATER--

THAT'S SOMETHING WE NEED TO TALK ABOUT.

I DON'T--

WE CAN'T KEEP HER HERE MUCH LONGER, PETER.

THIS IS THE MOST EXPENSIVE HOSPITAL IN NEW YORK.

ALSO THE BEST, THAT'S WHY I BROUGHT HER HERE.

I KNOW, BUT WE'RE ALMOST HALFWAY THROUGH THE MONEY I WAS ABLE TO PULL OUT OF OUR SAVINGS.

IF WE MOVE HER SOMEPLACE--

CHEAPER?

--LESS BREATHTAKINGLY EXPENSIVE, WE CAN MAKE THE MONEY LAST LONGER, MAYBE UNTIL SHE WAKES UP OUT OF THE COMA.

WE CAN'T RISK MOVING HER RIGHT NOW.

WE MAY NOT HAVE A CHOICE. EVEN IF WE HAD MONEY, THE LONGER WE KEEP HER IN ONE PLACE, THE MORE CHANCE THAT SOMEONE WILL FIGURE OUT WHO ***SHE*** IS, AND WHO ***YOU*** ARE, AND THEN--

LET ME WORRY ABOUT THAT, MJ.

MEANWHILE, IF MONEY'S A PROBLEM, THEN I'LL JUST GET MONEY.

HOW?

I DON'T KNOW, BUT I'LL FIGURE SOMETHING OUT. SO WHAT'S NEXT AFTER THAT?

"I DON'T KNOW... I GUESS ALL WE CAN DO IS WAIT FOR THE INEVITABLE...

"...I SUPPOSE THAT'S ALL *ANY* OF US CAN WAIT FOR."

AMAZING SPIDER-MAN #543

"BACK IN BLACK, PART 5 OF 5: AN INCIDENT ON THE FOURTH FLOOR"

SO. AUNT MAY.

ANYTHING NEW BY YOU?

BACK IN BLACK

PART 5 OF 5

An Incident on the Fourth Floor

I SHOULD MENTION, BECAUSE YOU WERE ASLEEP WHEN WE DID IT--

--AND I RECOGNIZE THAT YOU'RE ALSO ASLEEP WHILE I'M *SAYING* THIS, BUT WE'LL IGNORE THAT FOR THE TIME BEING AS A TECHNICALITY--

--ANYWAY, THE *POINT BEING*--

--THE OTHER DAY, WE TRANSFUSED SOME OF MY BLOOD INTO YOU. I THINK IT'LL HELP. I THINK IT'LL GIVE YOU A FIGHTING CHANCE.

I DON'T THINK IT'LL MAKE YOU SPROUT EIGHT ARMS AND LEGS, BUT WELL, YOU NEVER KNOW, RIGHT?

DON'T LOOK AT ME LIKE THAT, IT WAS JUST A *JOKE*. YOU'RE NOT GOING TO SPROUT EIGHT LEGS AND ARMS.

ON WHAT WE HAVE TO SPEND, WE CAN ONLY AFFORD SIX, TOPS.

WE SHOULD KNOW BY MORNING IF IT'S HELPED. I BELIEVE IT WILL. I KNOW IT WILL.

SO. I'VE TALKED ENOUGH. *YOU* TALK FOR A WHILE.

OKAY.

MAYBE LATER, THEN.

DO YOU SEE ANY CHANGE IN HER CONDITION?

MMMM... SHE SEEMS A LITTLE RUDDIER IN THE CHEEKS, BUT OTHERWISE, THERE'S NOTHING THAT I CAN TELL OFFHAND. WE'LL SEE WHAT THE BLOOD TESTS SHOW.

NO, I TOLD HIM IF HE WANTS TO GO OUT WITH ME, HE HAS TO MOVE OUT OF HIS MOTHER'S HOUSE, IT'S JUST NOT RIGHT, YOU KNOW?

I MEAN, HOW COME I ALWAYS END UP WITH GUYS LIKE THIS? IS THERE SOMETHING I'M NOT PAYING ATTENTION TO OUT THERE?

"I DON'T UNDERSTAND, PETER. WHY DIDN'T IT WORK?"

AS NEAR AS I CAN TELL FROM THE BLOOD WORKUP, SHE MUST'VE BUILT UP A RESISTANCE OR AN IMMUNITY TO MY BLOOD FROM THE LAST TIME I DID THIS. SO IT WAS JUST USELESS--

--USELESS.

SO WHAT'S THE NEXT STEP?

I DON'T KNOW, MJ...I DON'T KNOW THAT I *HAVE* A NEXT STEP, I--

NOK-NOK

YES?

MS. RILEY? REVEREND BILL WHITCOMB. I'M THE HOSPITAL CHAPLAIN. I'M HERE TO TALK TO YOU ABOUT YOUR AUNT.

I APPRECIATE THE INTEREST, REVEREND, BUT TO BE HONEST WE'VE NEVER BEEN REALLY BIG BELIEVERS IN THE POWER OF PRAYER, SO--

THAT'S... NOT WHY I'M HERE.

THE STAFF KEEP ME INFORMED ABOUT PATIENTS THAT MAY BE ABOUT TO ENTER A TERMINAL PHASE IN THEIR TREATMENT, BECAUSE AS UNCOMFORTABLE AS IT IS FOR ALL OF US, NO MATTER HOW PAINFUL THESE THINGS MAY BE, WE MUST PLAN FOR THE FUTURE.

WILL YOUR AUNT BE REQUIRING LAST RITES? WOULD SHE WANT THE PRESENCE OF A REPRESENTATIVE OF ANY BELIEF OR DENOMINATION?

AND THOUGH WE ALL HOPE FOR A MIRACLE IN SUCH CASES...HAVE YOU MADE ANY ARRANGEMENTS YET FOR A FUNERAL?

YO, DELINT, I GOT SOMETHING FOR YOU.

UNLESS IT'S A BLONDE WITH LEGS THAT GO ON FOREVER, I'M NOT INTERESTED.

WE'RE FRESH OUT... HOW ABOUT AN OLD LADY WITH A GUNSHOT WOUND?

FILE CAME IN A FEW DAYS AGO, ENDED UP SITTING ON THE WHEN-WE-HAVE-TIME PILE.

LIEUTENANT, COME ON, DO I *LOOK* LIKE I HAVE TIME? I'M UP TO MY EARS HERE.

SO YOU GOT ALL THE ROOM TO THE *REST* OF YOUR HEAD, WHICH WITH A POINT THAT BIG IS ALMOST, LIKE, FOREVER.

IT'S A GUNSHOT WOUND WITHOUT ANY KIND OF POLICE REPORT, NO 911 CALL, NOTHING...HOSPITAL CALLED IT IN PER POLICY ON GUNSHOTS.

BROUGHT IN BY HER NIECE?

ACCORDING TO THE REPORT, YEAH.

SO UNLESS THE OLD LADY WAS CLEANING OUT A GUN WHEN IT WENT OFF, IF THE NIECE BROUGHT HER IN BUT DIDN'T WANT POLICE POKING AROUND, THEN MAYBE SHE OR SOMEBODY SHE KNOWS DID SOMETHING. MAYBE AN ACCIDENT, MAYBE DELIBERATE, WHO KNOWS.

THEY'RE ALSO PAYING FOR HER STAY IN CASH, WHICH MEANS THEY'RE *DEFINITELY* HIDING *SOMETHING.*

EITHER WAY, IT'S *YOUR* PROBLEM NOW.

DO YOU *BELIEVE* THAT GUY--

PETER--

HE'S A *VULTURE*, AND BELIEVE ME, I SHOULD KNOW, I'VE *FOUGHT* VULTURES BEFORE.

IT'S...A QUESTION THAT WE MAY NEED TO ANSWER, PETER. IF SHE DOES PASS AWAY--AND WE HAVE TO BE HONEST WITH EACH OTHER, THAT'S A REAL POSSIBILITY--

--NO--

WHAT WOULD SHE WANT US TO DO? WHAT KIND OF SERVICE?

YOU HAD A WHOLE LIFETIME OF KNOWING HER, PETER. WHEN IT COMES TO A SERVICE...WHAT DID SHE BELIEVE IN THE MOST? WHAT DID SHE BELIEVE IN, REALLY?

SHE BELIEVED IN ME.

AND THAT BELIEF MAY HAVE COST HER HER LIFE, MJ. HOW DO I LIVE WITH MYSELF IF THAT'S TRUE?

WE'VE GOT HER LOGGED IN AS A VICTIM OF A DRIVE-BY SHOOTING. THE NAME ON THE ADMISSIONS SLIP IS REILLY, BUT THE ONLY I.D. THAT WALKED IN WITH THAT NAME WAS A BIRTH CERTIFICATE.

HUH.

AND THAT'S NOT THE ONLY WEIRD THING.

BEEN TRACKING HER VITALS SINCE SHE GOT IN, AND IN THE LAST 48 HOURS THERE'S BEEN A CHANGE IN HER BLOOD REPORT.

I HAD TO GET A SECOND *COPY* BECAUSE THE *FIRST* ONE *CONVENIENTLY* JUST DISAPPEARED.

UH-HUH.

INTERESTING.

OKAY, I CAN'T MAKE HEADS OR TAILS OUT OF THIS...WHAT DOES IT MEAN?

IN THE LAST 48 HOURS, HER BLOOD COUNT CHANGED AND WE'VE DETECTED TRACES OF *RADIATION* IN HER SYSTEM THAT WEREN'T THERE WHEN SHE ARRIVED.

RADIATION?!

AND SOMETHING THE LAB CAN ONLY IDENTIFY AS A VARIANT OF SPIDER VENOM.

THE NIECE, MARY, HAS BEEN WITH HER ALMOST NONSTOP SINCE SHE WAS ADMITTED. WHO KNOWS *WHAT* SHE'S BEEN DOING IN THERE AT NIGHT WHEN NOBODY'S LOOKING?

SHE'S SUPPOSED TO HAVE A BOYFRIEND OR A HUSBAND, BUT NOBODY'S SEEN HIM ONCE.

YOU WANT TO KNOW WHAT I THINK HAPPENED?

"MAYBE IT WAS A MISTAKE, MAYBE IT WAS DELIBERATE, BUT EITHER WAY, SHE GOT SHOT...I'M GUESSING BY THE HUSBAND-SLASH-BOYFRIEND.

"THEY PROBABLY FIGURED SHE WAS DEAD OR CLOSE TO IT. WHILE THEY WERE FIGURING OUT WHAT TO DO NEXT--

"--SHE GOT TO THE HOSPITAL SOMEHOW, MAYBE DROVE, MAYBE CABBED...YOU'D BE SURPRISED WHAT PEOPLE CAN DO WHEN THEIR ADRENALINE IS UP...BUT SHE WASN'T ALONE.

"THEY FIGURED SHE'D COME HERE AND TRIED TO FINISH WHAT THEY STARTED.

"HE TRIED TO GET TO HER, MAYBE FORCE HER TO COME BACK WHEN--

"--THE GUN WENT OFF, WHICH SCARED HIM INTO FLEEING.

"AND THAT'S WHY WE FOUND HER THAT WAY."

POSSIBLE. WHAT ELSE?

WELL, THEY LIED WHEN THEY SAID THEY FILED A POLICE REPORT ON THE DRIVE-BY SHOOTING. AND THEY'VE BEEN PAYING WITH CASH SINCE THEY GOT HERE.

THAT'S IMPORTANT BECAUSE ANY INSURANCE CARRIER WOULD WANT PROOF OF A DRIVE-BY, SO THEY'D CONTACT THE POLICE FOR CONFIRMATION. IT WOULD ALSO MEAN GIVING US AND THE INSURER HER FULL, *CURRENT* LAST NAME.

"SINCE THE OLD LADY WOULD RUIN THE WHOLE THING IF SHE WOKE UP, THE NIECE HAS BEEN HERE THE WHOLE TIME TO MAKE SURE SHE DIDN'T TALK--

"--AND MAY HAVE SLIPPED IN HER LOVER TO FINISH THE JOB WITH SOME KIND OF TOXIN WE HAVEN'T YET IDENTIFIED."

AND THEN, THE WAY SHE WAS ASKING ABOUT ANY CHANGES IN HER CONDITION TODAY, LIKE SHE *KNEW* SOMETHING--

WELL, IT'S NOT THE *ONLY* EXPLANATION, BUT IT MAKES SENSE AS A *POSSIBLE* EXPLANATION. AND NO TWO WAYS ABOUT IT, WHEN SHE DIDN'T FILE A POLICE REPORT AND LIED ABOUT IT ON THE FORM, THAT'S GROUNDS FOR SUSPICION AND PROBABLE CAUSE.

IT'S ALSO A FELONY OFFENSE ALL BY ITSELF.

SHE UP THERE NOW?

YEP. ROOM 430. END OF THE HALL.

THANKS.

OKAY...IF THE TRANSFUSION DIDN'T WORK, AND MEDICINE DOESN'T WORK, THERE HAS TO BE ANOTHER WAY TO--

PETER? WHAT IS IT?

TROUBLE, I--

MS. MARY REILLY?

YES...?

LIEUTENANT DETECTIVE ROBERT DELINT. I'D LIKE TO ASK YOU A FEW QUESTIONS ABOUT YOUR AUNT.

THIS...ISN'T A GOOD TIME, I NEED TO STAY HERE AND--

STAYING HERE IS OUT OF THE QUESTION, MA'AM, AND MAY IN FACT BE PART OF THE PROBLEM.

I DON'T--

ARE YOU AWARE THAT FAILING TO FILE A GUNSHOT REPORT, AND THAT GIVING MISLEADING OR INCOMPLETE INFORMATION IN RELATION TO A GUNSHOT INVESTIGATION ARE FELONY OFFENSES?

I DON'T KNOW WHAT YOU'RE TALKING ABOUT, I--

I'M AFRAID YOU'RE GOING TO HAVE TO COME WITH ME.

NO, I...I HAVE TO STAY HERE, I--

MA'AM, WE CAN DO THIS ONE OF TWO WAYS, WITH HANDCUFFS OR WITHOUT, AND I DON'T HAVE ANY--

--WHAT THE--

LIGHTS ARE OFF, BUT THE EQUIPMENT IS STILL WORKING. SOMEBODY WANTS IT DARK.

STAY HERE, MA'AM.

NO, WAIT, I--

SORRY, BUT I HAVE TO DO THIS.

LET HER GO.

POLICE! WHOEVER YOU ARE, I'M ORDERING YOU TO GET ON THE FLOOR.

NO.

GET ON THE FLOOR *RIGHT NOW!* I'M NOT GOING TO TELL YOU AGAIN!

YOU'VE GOT THAT RIGHT.

BLAM!

...OHMYGOD... PETER...

HE'S NOT DEAD, HE'S JUST UNCONSCIOUS, HE--

PETER...YOU ASSAULTED A POLICE OFFICER. YOU *KNOCKED* HIM *OUT*.

I KNOW.

All my life, I wondered what first step some of the criminals I'd fought had taken to become what they were.

Up to this moment, my criminality was a point of legal technicalities. I'd skirted illegality, done some questionable things...but this...

THIS...you get sent to jail for.

And they'd be right in doing so.

Until now, when they *SAID* I was a criminal, I knew they were wrong.

But now, for the first time, I *AM* all those things.

And there's nothing I can do about it.

OKAY, MJ, WE HAVE TO MOVE FAST. WE NEED TO GET YOU AND AUNT MAY OUT OF HERE, PRONTO.

BUT--

DON'T ARGUE. GET DOWNSTAIRS AND OUTSIDE, I'LL CALL ON THE CELL WHEN WE'RE READY TO MOVE.

NOW GO. I'LL BUY US SOME TIME.

Felony count number one: failing to file a police report on a gunshot wound.

Felony count number two: assaulting a police officer.

Felony count number three: wrongful imprisonment.

Can't use webbing, can't have this point to Spider-Man until well after May is clear.

Felony count number four: fleeing the scene of a crime.

--SO SHE'S BUSTING MY CHOPS BECAUSE I'M STILL LIVING AT MY MOM'S WHILE I BUILD UP THE OLD NEST EGG. IT'S NOT LIKE I *LIKE* IT OR ANYTHING, BUT YOU GOTTA DO WHAT YOU GOTTA DO FOR A WHILE, Y'KNOW?

I HEAR YOU.

ICE COLD
Coca-Cola
INSIDE

FJ39:83

SO I SAYS TO HER, I SAYS, FINE, IF YOU DON'T LIKE IT, GO, LEAVE, BE MY GUEST.

YOU KNOW WHAT SHE DID?

WHAT?

SHE LEFT. CAN YOU *BELIEVE* THIS?

UNREAL.

TELL ME ABOUT IT.

PASS THE MAYO.

Felony count number five: grand theft auto.

MJ, YOU READY?

JUST TELL ME WHAT TO DO.

Felony count number six: breaking and entering.

OKAY, MJ, I'M SET.

GO.

GOING.

OHMYGOD...NURSE! THERE'S SOMEONE ON THE FLOOR OF THE LOBBY...I THINK SHE'S HAVING A HEART ATTACK!

WHAT?

SHE'S TURNING BLUE!

CODE BLUE, ANY AVAILABLE DOCTORS TO THE LOBBY, CODE BLUE!

AUTHORIZATION FOR PATIENT TRANSFER

2A-5B

Don't have much time, he won't be out much longer.

AUNT MAY? IT'S PETER. I...I HAVE TO MOVE YOU NOW. I KNOW THE MACHINES ARE HELPING KEEP YOU ALIVE, BUT YOU JUST NEED TO HOLD OUT FOR A FEW MINUTES, THAT'S ALL.

IT'S DANGEROUS, BUT IF I LEAVE YOU HERE, IT'LL BE EVEN MORE DANGEROUS FOR YOU.

AND I HAVE TO... I HAVE TO TAKE STEPS TO MAKE SURE NOBODY SEES US, NOBODY INTERFERES.

And nobody...

...nobody ever wants to see a dead body being moved to the morgue.

Felony count number seven: reckless endangerment.

PETER?

IN HERE.

IS SHE--

SHE'S OKAY... HER HEART STARTED TO FALTER BUT I MASSAGED IT AND GOT EVERYTHING ELSE HOOKED UP.

YOU'VE GOT THE FORMS?

RIGHT HERE.

THEN LET'S GO.

WWHHEEE-OOOO-WHHEEE-OOOO-WHHEEE-OOOO

--THIS WASN'T CLEARED, I DIDN'T GET THE CALL.

I KNOW, THEY'RE UP TO THEIR EARS, ALL THE BEDS ARE FULL--

AND WE'RE NOT? WE'VE GOT PEOPLE STACKED UP TO THE CEILING--

IRON MAN

OKAY, FINE, WHATEVER, WE'LL DEAL WITH IT SOMEHOW. PUT HER IN 12B UNTIL WE CAN FIND SOMETHING LONG-TERM.

WILL DO, THANKS.

HONESTLY, I DON'T BELIEVE SOME PEOPLE, NOT EVEN A CALL--

AUTHORIZATION FOR PATIENT TRANSFER

Felony counts number eight and nine: forgery and fraud.

x Ben Parker, MD.

WE'RE GOOD TO GO?

ALL SET. NO PROBLEMS.

REST, NOW. YOU'VE HAD A BUSY DAY.

SORRY...I'M TRYING NOT TO CRY, BUT--

I KNOW.

I KNOW...

I DON'T MEAN TO BE SCARED, PETE, BUT I KEEP WONDERING...WHAT'S HAPPENING TO US? WHAT'S *GOING* TO HAPPEN TO US? WHERE IS THIS ALL GOING TO END?

I DON'T KNOW, MJ. I JUST KNOW WE CAN'T STOP FIGHTING. NOT FOR HER, AND NOT FOR US. NOT NOW, NOT EVER.

I HAVE TO GET GOING...HAVE TO DROP THE AMBULANCE OFF SOMEWHERE CLEAR ON THE OTHER SIDE OF TOWN, MAKE SURE NOBODY CAN TRACK IT BACK TO THIS PLACE...AT LEAST FOR A WHILE.

AND THEN?

THEN... WE'LL THINK OF SOMETHING ELSE.

Nine felony counts.

Ten-year minimum per charge--

--equals a ninety-year prison term.

Possibly life imprisonment.

Nine felony counts.

Not committed by somebody in a mask that can't be tracked down.

Not committed by Spider-Man.

Nine felonies committed by ***ME***, with my fingerprints all over everything. Me. Peter Parker.

I can't say it was a trap, or a frame-up, or an anti-registration technicality, or anything else. I committed those crimes.

I have become the very thing I set out to fight. A criminal.

All my life, I've had nightmares about being accused of a crime and being sent to jail. And now I'm trapped in that nightmare, only this time it's real. It's ***REAL.***

I'm lost...God help me, I'm so lost...

Carney Warren Reinhold Matt
THE END!!

the AMAZING SPIDER-MAN
544
OCT
MARVEL COMICS GROUP
WHAT WOULD YOU DO...
IF YOU ONLY HAD...
ONE MORE DAY?!
ONE MORE DAY
PART 1 OF 4

TUNE YOUR EAR TO THE FREQUENCY OF DESPAIR, AND CROSS-REFERENCE BY THE LONGITUDE AND LATITUDE OF A HEART IN AGONY.

LISTEN.

LISTEN.

IT'S MY FAULT.

I NEVER SHOULD HAVE REVEALED MY IDENTITY TO THE WORLD. NEVER SHOULD HAVE LEFT MAY AND MJ ALONE.

WE SHOULD HAVE SKIPPED TOWN, LEFT THE STATE, LEFT THE COUNTRY, LEFT THE PLANET, GONE ANYWHERE.

ANYWHERE THEY COULD NOT FIND US.

BUT WE DIDN'T.

AND WHEN THE KINGPIN SENT SOMEONE TO KILL ME, MAY TOOK THE BULLET.

AND NOW SHE'S DYING.

IT SHOULD BE ME ON THE TABLE, NOT HER.

MY FAULT.

I'D GIVE ANYTHING, DO ANYTHING, TO BRING HER BACK FROM THE EDGE. TO HAVE JUST ONE MORE DAY WITH HER.

WORLDS TURN ON SUCH THOUGHTS.

BECAUSE THE UNIVERSE HEARS THEM.

THE ONLY QUESTION IS...

...WHETHER OR NOT THIS TIME, THE UNIVERSE WILL ACTUALLY **LISTEN.**

A FEW DAYS AGO, SHE WAS SMILING, AND TALKING, AND--

THEN SHE WAS ATTACKED. BECAUSE NOW EVERYONE KNOWS WHO I AM...AND AUNT MAY BECAME A TARGET OF OPPORTUNITY.

IT'S MY FAULT THAT SHE'S LYING THERE.

MY FAULT THAT SHE'S DYING.

MY FAULT.

SORRY, IT'S BEEN QUITE A NIGHT OUT THERE...

...THE EMERGENCY ROOM IS MAXED OUT AND WE'VE ALL HAD TO PULL DOUBLE SHIFTS.

ANYWAY, I'M DOCTOR FINE, I'VE BEEN ASSIGNED TO REVIEW THE CASE OF YOUR AUNT--

--MAY MORGAN. SO YOU ARE...

PETER MORGAN.

HER NEPHEW.

RIGHT.

SHE DOESN'T EVEN HAVE HER NAME TO CALL HER OWN. CHECKING HER IN UNDER A FALSE NAME WAS THE ONLY WAY TO HELP MAKE SURE NOBODY FINISHES THE JOB. CAN'T DO ANYTHING THAT MIGHT CONNECT HER TO ME.

AND SINCE I WENT UP AGAINST TONY ON FORCED SUPER HERO REGISTRATION WITH THE GOVERNMENT, I'M ON THE RUN FROM EVERYONE NOW. NO MONEY, A FAKE I.D.--

HMM... THAT'S ODD...

SAYS HERE SHE WAS ADMITTED WITHOUT ANY KIND OF I.D....NO DRIVER'S LICENSE, LIFE OR HEALTH INSURANCE--

SHE...WE LEFT ALL THAT AT HOME, IN THE RUSH TO GET HER HERE.

Um, HMM...

SHE DOESN'T HAVE ANY INSURANCE, DOES SHE?

I DON'T UNDERSTAND, WHAT'S ALL THAT GOT TO DO WITH--

LOOK, I'M NOT AN ADMINISTRATOR, I DON'T GET INTO BILLING OPTIONS...I'M JUST TRYING TO *HELP* YOU BECAUSE--

OBVIOUSLY, WE'RE GOING TO DO ALL WE CAN TO MAKE YOUR AUNT COMFORTABLE. BUT THE HOSPITAL'S RESOURCES ARE THIN ON THE BEST OF DAYS, AND TODAY--

--WELL, UNLESS THEY CAN GET SOME KIND OF INDICATION OF ABILITY TO PAY, SHE'LL HAVE TO BE MOVED INTO THE CHARITY CARE WARD, UNLESS MEDICARE OR THE WELFARE DEPARTMENT CAN ARRANGE SOME KIND OF--

WELFARE...?

CHARITY WARD?

THIS IS MY AUNT!
PETER--
SHE IS NOT A CHARITY CASE!
YOU JUST TRY TO MOVE HER INTO THAT PLACE AND I'LL--
MR. ... MORGAN, WAS IT?
YOUR AUNT... DOESN'T EVEN KNOW WHERE SHE IS. WE'RE BARELY PICKING UP BRAIN FUNCTION, JUST SYNAPTIC ECHOES. SHE COULD BE HERE, OR IN A ROOM AT THE RITZ HOTEL, OR--
I'M SORRY.
IF YOU HAD SOME KIND OF HEALTH INSURANCE, THAT WOULD BE ONE THING. A BOTTOMLESS CHECKBOOK WOULD BE EVEN BETTER.
I'M NOT SURE ANY OF THE BIG-TICKET TREATMENTS WOULD HELP HER IN ANY EVENT. IN THE END, THEY'D END UP BANKRUPTING YOU, AND I DON'T THINK SHE'D WANT THAT.
PETER...I HAVE SOME THINGS IN THE OLD PLACE... I CAN TRY TO GO BACK, WE CAN SELL THEM--
NO...YOU'LL BE SEEN...WE CAN'T RISK IT.
WE HAVE TO DO SOMETHING--
I KNOW...AND I'M GOING TO.
I'LL BE BACK AS FAST AS I CAN, MJ. I NEED YOU TO STAY HERE. DON'T LET THEM TOUCH HER... DON'T LET THEM MOVE HER TO THAT PLACE--
THEY'LL HAVE TO COME THROUGH ME FIRST.
EXCUSE ME... WHERE ARE YOU GOING?
TO PAY A VISIT TO SOMEBODY WITH A BOTTOMLESS CHECKBOOK.

JUST A MINUTE--

WHAT?

I JUST... WANTED TO SAY I KNOW WHAT YOU'RE FEELING AND--

YOU HAVE NO IDEA WHAT I'M FEELING.

OH, I THINK I DO.

I HAD AN UNCLE WHO ALMOST DIED TWO YEARS AGO...HE WAS IN AN ACCIDENT AND--

AND WHAT?

AND SPIDER-MAN SAVED HIM.

I MADE A PROMISE THAT IF I EVER HAD THE CHANCE TO RETURN THE FAVOR, I WOULD.

SPIDER-MAN UNMASKED!

I'LL DO WHAT I CAN TO HIDE HER... BUT THE HOSPITAL NEEDS WHAT THE HOSPITAL NEEDS. I CAN'T CHANGE THAT.

WITHOUT INSURANCE, WITHOUT MONEY, THEY'RE GOING TO ASK QUESTIONS, AND I...WON'T BE ABLE TO STALL FOREVER.

YOU WON'T HAVE TO.

I'LL MAKE *DAMNED* SURE OF IT.

I FIND IT STRANGE TO SWING OVER THE CITY WITHOUT A MASK...BUT WHAT'S THE POINT? MY FACE IS ALL OVER THE PLACE.

BESIDES, I DON'T HAVE TIME FOR GAMES, NOT WITH AUNT MAY'S LIFE ON THE LINE.

AS MUCH AS THIS IS MY FAULT...IT'S *HIS*, TOO.

STARK'S.

TP IK TP

NO GO. HE'S CHANGED ALL THE ACCESS CODES TO STARK TOWER.

RRRRRR!

I DECIDE I DON'T CARE.

BAEEEEEEEEEEEE

WHAT THE--

WHO WOULD BE STUPID ENOUGH TO--

COMPUTER... SWITCH TO SURVEILLANCE CAMERAS.

UNABLE TO COMPLY. CAMERAS INOPERATIVE.

MOTION SENSORS.

INTRUDER MOVING QUICKLY TO SECURE AREA. ETA TWO MINUTES TEN SECONDS.

FFFFFFFFFFFFFFFF

WHOOOSHHH!

KAREESH!

PETER?!

WHAT'RE YOU--

IN ANOTHER TIME AND PLACE, I WOULD'VE RESPONDED WITH A SNAPPY COMEBACK.

I DON'T HAVE TIME.

SLITTCH

COMPUTER... ROUTE ALL POWER TO REPULSOR GLOVES!

CONFIRMED.

FWOOSH

FRRR

YOU WILLING TO BET YOUR LIFE ON THAT, PETER?

YEAH.

FWNG!

UNI-BEAM. MAXIMUM POWER.

NOW.

NNNGGGHHH!!

CAN'T SEE...LIGHT'S BURNING MY EYES...LIKE THE SUN CAME UP... FIVE FEET IN FRONT OF MY FACE.

I LET GO WITH EVERYTHING I'VE GOT. EVER SINCE MY WEBBING WENT INTERNAL, I'VE WONDERED WHAT WOULD HAPPEN IF I LET FLY AND DIDN'T HOLD ANYTHING BACK...

--JUST EMPTIED EVERYTHING I HAVE INSIDE ME UNTIL...UNTIL...

...UNTIL.

OH...

...WOW...

THIS ISN'T GOING TO WORK, PETER.

...SHUT UP...

IF IT'S NOT ME, IT'LL BE SOMEONE ELSE. YOU CAN'T RUN, YOU CAN'T HIDE, YOU--

KANG!

I SAID, SHUT UP!

...FACE...LET ME SEE YOUR FACE, DAMN YOU--

BZZZT BRRZZZT

...HAPPY NOW? I--

LISTEN TO ME--

--BECAUSE IN TWO SECONDS--

LISTEN TO ME!

AUNT MAY IS DYING!

SHE--

SHE'S DYING AND IT'S YOUR FAULT!

I *TRUSTED* YOU! I LET YOU GET CLOSE TO ME...YOU WERE LIKE A *FATHER* TO ME!

I *TRUSTED* YOU WHEN YOU SAID I HAD TO EXPOSE MY IDENTITY! THAT IT WAS THE ONLY WAY! I KEPT IT SECRET TO *PROTECT* MAY, AND MJ, BUT *YOU SAID* THEY'D BE SAFE! *YOU SAID*--

--AND NOW...NOW SHE'S LYING IN A *HOSPITAL* BED... *DYING*...AND THEY'RE GOING TO STICK HER IN SOME DAMNED *CHARITY WARD*... BECAUSE I CAN'T *PAY* FOR IT...

...BECAUSE I'M ON THE *RUN*... BECAUSE SHE WAS *HURT* WHEN THEY CAME AFTER *ME* AND FOUND *HER*.

I...

I'M SORRY, PETER. I DIDN'T KNOW.

REPULSORS BACK ONLINE IN 70 SECONDS...69...68...

I DON'T *WANT* YOUR PITY. I DON'T *WANT* YOUR APOLOGIES.

I *WANT* YOU... TO DO SOMETHING ABOUT IT.

YOU'RE A FUGITIVE FROM THE LAW, PETER. I CAN'T HELP YOU.

NOT ME... HER.

TONY...WHATEVER YOUR PROBLEMS WITH ME, MAY IS INNOCENT. YOU LIKED HER. SHE WAS A FRIEND TO YOU. I *KNOW* THAT YOU CARED FOR HER ALL THE TIME SHE WAS LIVING IN THE TOWER.

I NEED TO MAKE SURE SHE HAS THE BEST CARE MONEY CAN BUY, WHILE I TRY TO FIND SOMEONE WHO CAN HELP HER.

BECAUSE I'M *NOT* GOING TO LET HER DIE, TONY. I'M *NOT* GOING TO LET THAT HAPPEN. BUT IT'S... IT'S GOING TO TAKE *TIME*. SO I NEED TO *BUY* HER THAT TIME.

AND YOU'RE GOING TO *HELP* ME BUY HER THAT TIME, OR--

OR WHAT?

YOU DON'T HAVE ANY OPTIONS AND YOU'RE IN NO POSITION TO MAKE THREATS, PETER. UNLIKE A LOT OF THE OTHERS STILL FIGHTING REGISTRATION, THE GOVERNMENT *KNOWS* WHO YOU ARE.

SO YOU DON'T HAVE ANY OPTIONS, AND YOU COULD PRETTY MUCH FORGET ABOUT ANY PROMISES YOU GOT OUT OF ME BY THREATS.

REPULSORS ONLINE.

THE *OR* WASN'T A THREAT, TONY.

THE *OR* WAS --

--*OR* ELSE MY AUNT IS GOING TO DIE IN SOME CHARITY WARD SOMEWHERE.

IS THAT WHAT YOU REALLY WANT, TONY?

IS IT?

NO.

BUT THERE'S NOTHING I CAN DO WITHOUT COMPLETELY COMPROMISING MY POSITION.

I'M SORRY.

SHRIVVV

TONY... WAIT!

TONNNNYYYYYY!

DAMN IT... DAMN IT... DAMN IT...

KRRRRKKKK!

BZZZT BRRZZZT

DID YOU WISH ANYTHING PREPARED, SIR? A LATE SUPPER, OR--

NO...NO, JARVIS, I'M FINE. THAT'LL BE ALL.

OF COURSE, SIR.

ACTUALLY, JARVIS...THERE IS *ONE* THING...

"PETER...WHAT HAPPENED TO YOU?"

ARE YOU ALL RIGHT?

FINE, MJ, I--

I'M FINE. HOW'S MAY?

UNCHANGED. STILL NO REAL BRAIN ACTIVITY. DR. FINE IS DOING WHAT HE CAN TO STALL, BUT UNLESS WE CAN PROVIDE INSURANCE OR ABILITY TO PAY, THERE'S NOTHING HE CAN DO BUT MOVE HER TO THE CHARITY WARD.

I CAN'T STAND IT, MJ. I CAN'T STAND THAT SHE WAS THERE FOR ME WHEN I WAS GROWING UP, BUT NOW I CAN'T BE THERE FOR HER WHEN SHE NEEDS ME.

IT'S NOT YOUR FAULT, PETER. THERE'S NOTHING YOU CAN DO.

YES, THERE IS.

THE PROBLEM IS THAT WE DON'T HAVE ANY MONEY, AND WE NEED SOME, FAST. SO I'LL GO OUT THERE AND GET IT.

ONE WAY OR ANOTHER.

PETER, NO...YOU CAN'T--

IT'S MAY, MJ. I'LL DO WHATEVER'S NECESSARY TO SAVE HER LIFE.

I'M *ALREADY* A WANTED CRIMINAL, SO WHAT'S THE DIFFERENCE? I'D SELL MY SOUL IF I THOUGHT IT WOULD HELP HER.

THAT MAY NOT BE NECESSARY.

JARVIS? WHAT'RE YOU--

IT'S MY UNDERSTANDING THAT MY COUSIN MAY MORGAN, FROM BLACKPOOL, HAS BEEN ADMITTED INTO THIS HOSPITAL, AND I--

--I--

I...I'M SORRY, PETER, WHEN MASTER STARK TOLD ME THE NEWS, I THOUGHT I WOULD BE PREPARED, BUT--

I LOVE HER SO MUCH, AND WHEN I HEARD--

I KNOW, JARVIS...I KNOW.

AH...uhm...ANYWAY, AS I WAS SAYING, I GOT HERE AS SOON AS I HEARD THE NEWS. SHE WILL, OF COURSE, RECEIVE ONLY THE FINEST CARE.

THAT MAY BE A PROBLEM, SIR, YOU SEE--

MY PERSONAL ACCOUNT HAS JUST SEEN A DEPOSIT OF SLIGHTLY OVER TWO MILLION DOLLARS. I THINK THIS WILL COVER EVERYTHING, DON'T YOU?

I...OF COURSE.

NURSE, WOULD YOU ESCORT MR.--

JARVIS.

--MR. JARVIS TO ACCOUNTING?

OF COURSE.

RIGHT THIS WAY, SIR.

I'M NOT SURE HOW YOU PULLED THIS OFF, SON, BUT...WELL DONE.

THANKS... THOUGH I SUSPECT--

"--I WON'T BE ABLE TO GO BACK A SECOND TIME... FOR ANYTHING."

NOT NECESSARY. WE CAN MAKE HER LAST DAYS AS COMFORTABLE AS--

THEY'RE NOT HER LAST DAYS. WE'VE GOT HER STABILIZED, NOW I CAN--

SON... *LISTEN* TO ME.

YOU HAVE TO ACCEPT THE FACTS. IN HER CONDITION, AT HER AGE...THERE'S NO COMING BACK. THE HARDEST PART OF MY JOB IS MAKING FAMILY MEMBERS UNDERSTAND THAT THERE'S NOTHING MORE ANYONE CAN DO, THAT THEIR LOVED ONES ARE GOING TO DIE, BUT --

SORRY, I DON'T BUY IT.

SON, THERE'S NOTHING HUMANLY POSSIBLE TO STOP HER FROM DYING.

MAYBE NOT IN THE WORLD YOU LIVE IN, DOC...BUT IN THE CROWD I HANG OUT WITH...I'LL *FIND* SOMEBODY.

COUNT ON IT.

C'MON, MJ.

I SEE THE LOOK ON HIS FACE AS WE LEAVE THE BUILDING. HE DOESN'T BELIEVE IT.

DOESN'T MATTER. IT'S NOT GOING TO STOP ME.

I WON'T STOP. I WON'T REST. I'LL KICK IN EVERY DOOR, TAKE ANY CHANCE, PAY ANY PRICE.

I'LL FIND A WAY TO SAVE AUNT MAY IF IT MEANS STORMING THE GATES OF HELL ITSELF.

I LOVE YOU.

I KNOW.

BE CAREFUL.

NOTHING'S GOING TO STOP ME FROM SAVING HER.

NOTHING.

24 OCT

FRIENDLY NEIGHBORHOOD SPIDER-MAN

ONE MORE DAY

PART 2 OF 4

MARVEL COMICS GROUP

ATTENTION TRUE BELIEVER! IF YOU SHOULD READ BUT ONE COMIC THIS DECADE THIS ONE'S IT!

WHY HAS DOCTOR STRANGE DARED SUMMON THE HEINOUS HANDS OF DEATH?

WHO ARE THE NECROPHAGOUS NIGHTSTALKERS?

AND WHILE YOU TRY TO FIGURE ALL OF THAT OUT DEAR MARVELITE, REMEMBER THAT...

A LIFE HANGS IN THE BALANCE!!!

SO FLIP OPEN THIS COVER, ONLY IF YOU DARE!

(HEY, YOU GONNA BUY THIS THING? THIS AIN'T NO LIBRARY!)

FRIENDLY NEIGHBORHOOD SPIDER-MAN #24

"ONE MORE DAY, PART 2: THE OTHER SIDE OF DARKNESS"

THE GOOD NEWS IS THAT THANKS TO JARVIS, AUNT MAY IS BEING MOVED OUT OF THE CHARITY WARD AND INTO A PRIVATE ROOM.

THE BAD NEWS IS THAT SHE'S STILL DYING. SHE MIGHT LINGER FOR A FEW DAYS OR JUST A FEW HOURS. EITHER WAY, THE DOCTORS SAY SHE'S OUTSIDE ANYTHING MEDICAL SCIENCE CAN DO TO SAVE HER.

I REFUSE TO ACCEPT IT. THERE HAS TO BE A WAY. AND IF MEDICAL SCIENCE IS OUT OF OPTIONS, IF ONLY A MIRACLE CAN DO THE JOB--

--THEN I NEED SOMEONE MIRACULOUS.

SPIDER-MAN
ONE MORE DAY PART 2
The Other Side of Darkness

JUST HOPE THE DOCTOR'S IN.

NO NEED TO RING THE DOORBELL, PETER. I FELT YOU COMING FROM SIX BLOCKS BACK.

I HAVE TO SEE YOU, DOC. IT'S A MATTER OF LIFE AND DEATH.

IT IS NEVER ANYTHING LESS THAT BRINGS SOMEONE TO MY DOOR.

STEP FORWARD, THEN, AND ENTER THE SANCTUM SANCTORUM OF STEPHEN STRANGE.

"--AND THE DOCTORS SAY THERE'S NOTHING THEY CAN DO--"

--BUT THERE HAS TO BE A WAY TO HELP HER. I'LL GO ANYWHERE, DO ANYTHING I HAVE TO, IF IT'LL SAVE HER LIFE. YOU'RE A SORCERER SUPREME. THERE HAS TO BE SOMETHING YOU CAN DO.

LONG AGO, MY HANDS WERE SHATTERED IN AN ACCIDENT, RENDERED USELESS FOR SOMEONE WHO WISHED TO BE A DOCTOR, A SURGEON, A HEALER.

I SEARCHED THE WORLD FOR SOMEONE WHO COULD FIX THEM. MY QUEST TOOK ME TO THE HIMALAYAS, WHERE I MET THE MAN WHO I WOULD ONE DAY CALL MASTER.

"HE TOLD ME THAT THERE ARE LIMITS TO WHAT EVEN A SORCERER SUPREME CAN DO. HE COULD NOT FIX MY HANDS... BUT HE COULD GIVE ME A PURPOSE, AND THE CHANCE TO SAVE LIVES.

"HAD HE SIMPLY HEALED ME, THERE WOULD HAVE BEEN NO ONE TO STAND BETWEEN THE FORCES OF DARK AND LIGHT WHEN INTERCESSION WAS MOST NEEDED."

IF YOU'RE SAYING THAT HER DEATH IS PART OF SOME BIGGER PLAN, FORGET IT.

FROM WHAT YOU SAY THE DOCTORS TOLD YOU, THERE'S NOTHING ANYONE CAN--

SHE'S NOT GOING TO DIE.

SHE'S *NOT*--

--GOING--

--TO *DIE*.

WE ALL DIE, PETER.

YEAH, BUT NOT LIKE THIS.

IF SHE GOES YEARS FROM NOW, OF OLD AGE, IN HER BED, THAT'S ONE THING--

WILL IT NOT BE JUST AS PAINFUL WHENEVER IT HAPPENS? WHY IS THAT DIFFERENT?

IT'S DIFFERENT BECAUSE IT WON'T BE MY FAULT!

SHE TOOK A BULLET INTENDED FOR ME, STEPHEN. IF I'D MOVED JUST A SECOND FASTER, IF I'D SEEN--

I CAN'T LET HER DIE LIKE THIS, NOT WHEN IT'S MY FAULT. I CAN'T LIVE WITH THAT. I CAN'T, I--

GOD...GOD... GOD....

FOR GOD'S SAKE, STEPHEN... HELP ME...PLEASE, HELP ME.

I SPOKE THE TRUTH WHEN I TOLD YOU THERE WAS NOTHING I COULD DO. I THINK THERE IS NOTHING ANYONE CAN DO. BUT YOU MUST KNOW FOR YOURSELF, AND YOU DO NOT HAVE LONG TO SEARCH-- ONLY DAYS, PERHAPS HOURS.

THE HANDS OF THE DEAD WERE CREATED FIFTEEN CENTURIES AGO. THEY ALLOW ONE TO ENTER THE TIDES OF SPACE AND TIME, TRAVEL THE WORLD IN THE BLINK OF AN EYE, EVEN BE IN SEVERAL PLACES AT THE SAME TIME.

SPACE AND *TIME*? WHAT IF WE CAN GO BACK AND STOP HER FROM BEING SHOT OR--

NO. THE HANDS OFFER GREAT POWER, BUT ALSO GREAT TEMPTATION. SOME THINGS ARE NOT MEANT TO BE TOUCHED BY MORTALS.

SO I WILL INVOKE THEM ONLY ONCE, TO SEND YOU MANY PLACES IN *THIS* TIME, RATHER THAN INTO ANOTHER.

AUDITE MIHI ANCIENT PHASMATIS, QUOD SUCCURRO IS TURBATUS ANIMUS.

HEAR ME, ANCIENT SPIRITS, AND HELP THIS TROUBLED SOUL.

GO NOW... AND MAY YOU FIND WHAT YOU NEED.

AND SUDDENLY I'M EVERYWHERE AND NOWHERE...HERE AND THERE, ALL AT ONCE...AND I TELL THEM MY STORY...ASK THEM MY QUESTION...AND THE ANSWER IS ALWAYS THE SAME...THERE IS NOTHING THEY CAN DO.

THOUGH I KNOW STEPHEN WOULD NOT APPROVE, I EVEN GO TO THOSE WHO I KNOW WOULD SEE ME DEAD...BECAUSE EVEN AMONG THOSE WHO HATE ME, THERE MUST STILL BE SOME WHO UNDERSTAND THE SIMPLE URGENCY OF "MY AUNT IS DYING."

THE ANSWER IS THE SAME.

WHOA... CAN BARELY STAND...

THE HUMAN CONSCIOUSNESS CAN ONLY BE STRETCHED SO THIN BEFORE MIND AND BODY SNAP.

WERE YOU ABLE TO FIND WHAT YOU NEEDED?

NO...NOT ONE OF THEM COULD DO ANYTHING.

THEN PERHAPS THAT IS WHAT YOU NEEDED TO HEAR.

AND SOMETHING ELSE.

THE CYCLE OF LIFE IS ESSENTIAL TO THE VERY CORE OF EXISTENCE, TO THE SURVIVAL OF THE UNIVERSE. TO FIGHT THAT CYCLE...IS TO FIGHT THE VERY FORCES OF CREATION ITSELF.

AND THAT POWER...IS NOT WITHIN MY GRASP. OR YOURS.

I WILL GET YOU SOMETHING TO DRINK. YOU ARE NOT USED TO THE STRESS OF SUCH TRAVEL... ESPECIALLY AT A TIME SUCH AS THIS.

"THEY ALLOW ONE TO ENTER THE TIDES OF SPACE AND TIME.

"THE HANDS OFFER GREAT POWER, BUT ALSO GREAT TEMPTATION. SOME THINGS ARE NOT MEANT TO BE TOUCHED BY MORTALS.

"SO I WILL INVOKE THEM ONLY ONCE, TO SEND YOU MANY PLACES IN *THIS* TIME, RATHER THAN INTO ANOTHER."

I MAY NOT BE A SORCERER SUPREME, BUT THE DOC AND I HAVE ONE THING IN COMMON. EVEN AMATEUR SCIENTISTS HAVE TO LEARN CHEMISTRY AND BIOLOGY, AND BOTH OF THOSE REQUIRE ONE MORE LITTLE THING.

A MORE-THAN-PASSING FAMILIARITY WITH LATIN.

AUDITE MIHI ANCIENT PHASMATIS, QUOD SUCCURRO IS TURBATUS ANIMUS.

PETER... NO!

GIVE ME A CHANCE... JUST ONE CHANCE...TO GO BACK TO WHERE IT HAPPENED...AND SET IT RIGHT, PLEASE--

--PLEASE.

WHERE AM I? WHEN AM I? WHAT--

--AM I?

WAIT--

THERE HE IS. THAT'S HIM. THE ONE WHO SHOT MAY.

THERE THEY ARE... MAY AND MJ, RIGHT IN THE LINE OF FIRE. I SHOULD BE SHOWING UP ANY SECOND.

ONLY HAVE ONE CHANCE. HAVE TO TAKE HIM OUT FAST, BEFORE--

WHAT THE--

--CAN'T TOUCH HIM, HE CAN'T EVEN FEEL ME.

THIS ISN'T FAIR...THERE HAS TO BE SOME WAY TO REACH HIM, TO STOP HIM. I CAN'T HAVE COME THIS FAR ONLY TO FAIL!

OUTSIDE...I CAN FEEL MY EARLIER SELF ARRIVING, WALKING TOWARD THE MOTEL. MAYBE I CAN FEEL IT BECAUSE WE'RE THE SAME PERSON, SEPARATED ONLY BY TIME. IF SO, MAYBE I CAN AT LEAST WARN MY EARLIER SELF TO STAY OUT OF THE ROOM.

HAVE TO TRY!

BREAKFAST 6 A.M

I'M REMEMBERING THIS MOMENT, AS IT HAPPENED... I REMEMBER SUDDENLY HAVING A BAD FEELING I COULDN'T IDENTIFY. I DIDN'T HAVE THAT MEMORY UNTIL RIGHT NOW.

IT WAS ME, MUST HAVE BEEN ME, TRYING TO GET THROUGH, RIGHT NOW. MAYBE IT'S MY SPIDER-SENSE, PICKING UP ON MY PRESENCE...

THAT MEANS THERE'S A CHANCE, A CHANCE TO--

--NO!

WHATEVER THEY ARE, I CAN'T LET THEM STOP ME, CAN'T--

AAAGHHH!

NO GOOD...THEY CAN HURT ME BUT I CAN'T TOUCH THEM.

NO! STOP! YOU HAVE TO STOP! DON'T GO IN THERE!

BREAKFAST A.M.

NGGGGH!

NO...YOU WON'T STOP ME...YOU WON'T...

--YOU WON'T!

I'M COMING, AUNT MAY... I WON'T LET THEM HURT YOU, I WON'T, I WON'T--

SO HOW DID IT GO?

FINE, FINE, I--

LISTEN TO ME, FOR THE LOVE OF GOD, LISTEN TO ME...HE'S GOING TO SHOOT...HE'S GOING TO FIRE ANY MOMENT, YOU HAVE TO GET OUT OF HERE, HAVE TO PROTECT THEM--

PETER? IS SOMETHING--

DON'T LET IT HAPPEN! DON'T LET IT HAPPEN AGAIN! YOU'VE GOT TO STOP IT!

SOMETHING'S... WRONG--

DOWN!

SPAK

NOOOOOOOOOOO!

NO...NO... NO...

I CAN'T GO THROUGH THIS AGAIN...I CAN'T...

BY THE ALL-SEEING EYE OF AGAMOTTO--

--BEGONE!

THOSE WERE NIGHTWALKERS...THEY LIVE ON THE EDGES OF TIME AND SPACE, THEIR WHOLE EXISTENCE BEING TO PREVENT DESTINY FROM BEING CHANGED. ONLY A GREAT POWER CAN DEFY THEM.

...GREAT POWER...GREAT RESPONSIBILITY.

...GET ME OUT OF HERE... PLEASE...

YOUR NON-MATERIAL SELF IS GRAVELY WOUNDED...YOU MAY DIE IF WE DO NOT ACT QUICKLY.

MY SANCTUM SANCTORUM CONTAINS THE MYSTIC ELEMENTS NEEDED TO HEAL YOU, BUT I CANNOT RISK GOING THERE AT A TIME WHEN I WAS PRESENT... THE WHOLE TIME-SPACE CONTINUUM COULD BE AT RISK IF I SAW MYSELF, AND LEARNED WHAT WAS COMING.

SO WE MUST GO EVEN FARTHER BACK IN TIME, TO A MOMENT WHEN I KNOW I WAS NOT PRESENT AT THE SANCTUM.

HOLD ON JUST A FEW MORE MINUTES, PETER.

IN ORDER TO USE THE ELEMENTS NEEDED TO RESTORE YOU, I HAVE RETURNED OUR BODIES TO PHYSICAL FORM INSIDE THIS ROOM. DO NOT ATTEMPT TO VENTURE OUT OR YOU WILL AGAIN BECOME INSUBSTANTIAL.

THIS WILL NOT TAKE LONG, BUT IT WILL HURT.

I WILL NOT DESCRIBE IT AS UNDESERVED.

I KNOW... I'M SORRY, STEPHEN, I'M--

NOK-NOK

SOMEONE AT THE DOOR...I SHOULD INVESTIGATE TO MAKE SURE WE ARE NOT DISTURBED.

DO NOT MOVE UNTIL MY RETURN.

YEAH...I THINK I CAN OBLIGE THAT.

HEAD SWIMMING... MINUTES PASSING... WHERE THE HELL IS HE? I CAN HEAR VOICES. WHAT IF HE'S IN TROUBLE?

THE VOICES... FAMILIAR...I CAN JUST MAKE THEM OUT--

OKAY, SO NOW THAT WE KNOW WHAT WE'RE UP AGAINST, WHEN DO WE GO AFTER HIM?

NO!

WE DON'T. *YOU* DO.

WHAT DO YOU MEAN, WE DON'T? I *MEAN*, YOU'RE LIKE THE SORCERER'S MONTHLY FOLDOUT FOR THE ASTRAL PLANE. YOU LIKE FUZZY ANIMALS AND SAVING WORLDS AND YOUR TURN-OFFS ARE RUDE PEOPLE AND GUYS WITH MOIST, GRABBY TENTACLES--

--WHICH IS *MOST* GUYS, NOW THAT I THINK OF IT--

I'M SORRY.

SEE **AMAZING SPIDER-MAN #42** FOR THE REST OF THIS SCENE!

I HAVE AN APPOINTMENT I CANNOT MISS.

SURE YOU CAN. TELL 'EM YOU'RE BUSY. TELL 'EM YOU WENT OUT WITH AN OLD WAR BUDDY AND WE'RE COMPARING SCARS--

AN APPOINTMENT... WITH DEATH.

HAVE TO GET OUT THERE...STILL A CHANCE TO WARN MYSELF....

NO...I LOSE PHYSICALITY THE MOMENT I TOUCH ANYTHING OUTSIDE.

I HAVE TO FACE IT... THERE'S NOTHING I CAN DO TO STOP IT. NOTHING...

...NOTHING.

I MUST GO NOW. DO NOT OPEN THIS DOOR AGAIN UNTIL I RETURN.

IF I RETURN AT ALL.

BOOM!

I DO NOT THINK WE WILL BE INTERRUPTED FURTHER.

THE HEALING HAS ALMOST RUN ITS COURSE.

SO HOW COME YOU CAN FIX ME UP, AND NOT MAY?

MAGICAL CURES FOR MAGICAL ILLS.

AND IT IS NOT YOUR TIME. JUST AS *THIS* IS NOT YOUR TIME. THE UNIVERSE CALLS US HOME WHEN IT IS TIME FOR US TO GO.

FOR YOUR AUNT, IT IS THAT TIME.

IT IS NOT FOR YOU, OR I, TO CHANGE SUCH THINGS, PETER. YOU MUST UNDERSTAND THIS. JUST AS I HOPE YOU SEE NOW...TRULY SEE...THAT THERE WAS NOTHING YOU COULD HAVE DONE TO PREVENT WHAT HAPPENED, EVEN WITH ADVANCE KNOWLEDGE AND ALL THE TOOLS OF SORCERY AT YOUR DISPOSAL.

YOU NEED NOT FEEL GUILTY FOR WHAT HAPPENED, PETER.

YEAH, WELL, THE DAY I ACTUALLY BELIEVE THAT, I'LL BE SURE TO LET YOU KNOW.

COME, NOW... IT IS TIME FOR US TO GO, AND RETURN WHENCE WE CAME.

TO THE VERY MOMENT--

"--IN WHICH WE LEFT."

I KNOW YOU DESPAIR, PETER. BUT...CAN I MAKE A SUGGESTION? NOT AS A SORCERER, BUT AS A DOCTOR?

SURE... WHATEVER...

HOWEVER BADLY INJURED YOUR AUNT'S BODY, HER SPIRIT STILL RESIDES WITHIN. THOUGH SHE IS UNCONSCIOUS, YOUR WORDS CAN STILL BE HEARD BY HER.

WE ALL DIE, PETER. YOU, ME, AND THOSE WE LOVE MOST DEARLY. WE CANNOT CHANGE THAT. ALL WE CAN CONTROL...IS WHETHER OR NOT THOSE WE LOVE DIE ALONE.

I HAVE LOST MANY OF THOSE I LOVED...AND WHEN I THINK BACK ON THEM, I DO NOT REGRET THAT I LOVED THEM, ONLY THAT, IN SO MANY CASES, I WAS NOT THERE TO DO WHAT IS PERHAPS THE MOST IMPORTANT THING OF ALL.

I WAS NOT THERE TO SAY GOODBYE.

IF YOUR AUNT PASSED AWAY RIGHT NOW, THIS MOMENT, AND YOU WERE NOT THERE TO HOLD HER HAND, AND TELL HER YOU LOVED HER, AND LET THAT LOVE CARRY HER ACROSS TO THE OTHER SIDE...YOU WOULD REGRET IT EVERY DAY FOR THE REST OF YOUR LIFE.

STOP BLAMING YOURSELF FOR THE INEVITABLE. SAVOR THE TIME YOU HAD. GO TO YOUR AUNT, AND GIVE HER EVERY MOMENT OF YOUR LOVE.

THERE IS NO GREATER GIFT YOU CAN GIVE HER RIGHT NOW.

GOODBYE, PETER.

THOSE WERE NIGHTWALKERS...THEY LIVE ON THE EDGES OF TIME AND SPACE...

THEIR WHOLE EXISTENCE BEING TO PREVENT DESTINY FROM BEING CHANGED. ONLY A GREAT POWER CAN DEFY THEM.

WE ALL DIE, PETER. YOU, ME, AND THOSE WE LOVE MOST DEARLY. WE CANNOT CHANGE THAT.

HE WAS RIGHT. *YOU* CANNOT CHANGE THAT.

BUT I... CAN.

41
DEC

the SENSATIONAL SPIDER-MAN

BEHOLD! SPIDER-MAN'S DEADLIEST FOES!!!

WHO ARE THEY?

AND WHO IS THE MYSTERIOUS LADY IN RED?

WHAT DEADLY SECRET DO THEY SHARE!

ONE MORE DAY
PART 3 OF 4

WHAT'RE YOU DOING OUT HERE BY YOURSELF, KIDDO? THIS ISN'T A SAFE PLACE.

IF I TOLD YOU, WOULDN'T THAT MEAN I WAS TALKING TO A STRANGER?

WELL, YES--

AND YOU WOULDN'T WANT ME TO GET IN THE HABIT OF DOING THAT, WOULD YOU?

NO.

BECAUSE YOU LIKE TO PROTECT PEOPLE.

YES.

SO MAYBE IT'S TIME SOMEBODY PROTECTED *YOU*. MAYBE IT'S TIME SOMEBODY HELPED *YOU*.

YOU DON'T UNDERSTAND...IT LOOKS LIKE THERE'S NOTHING *ANYONE* CAN DO TO HELP ME. I'M AT THE END OF MY ROPE.

HAH!

YOU HAVEN'T EVEN *SEEN* THE ROPE. BUT I CAN *SHOW* IT TO YOU. I KNOW WHERE IT *IS*.

WHAT'RE YOU--

DO YOU WANT TO SAVE HER OR *DON'T* YOU?

I--

THEN COME *ON*.

I DON'T HAVE A LOT OF *TIME.*

YOU HAVE EVEN *LESS.*

AND *HER*... THE ONE YOU'RE TRYING TO SAVE--

--SHE HAS NO TIME AT *ALL.*

SPIDER-MAN ONE MORE DAY PART 3

I DON'T THINK YOU SHOULD...THAT IS, WHERE ARE YOUR PARENTS?

OH...THEY'RE AROUND. BUT THEY CUT ME A LOT OF SLACK BECAUSE I'M VERY SMART FOR MY AGE. I TAKE AFTER MY DAD THAT WAY.

THAT SO?

YEAH...BUT FRANKLY I'D RATHER TAKE AFTER MY MOM. SHE'S BEAUTIFUL.

WELL, I'M SURE YOU'LL GROW UP TO BE VERY BEAUTIFUL.

AND WHAT IF I *NEVER* GROW UP?

YOU KNOW WHAT YOUR PROBLEM IS? YOU'RE *SELFISH!*

WHOA, HANG ON--

YOU'RE *SELFISH* AND YOU'RE *SELF-INVOLVED* AND YOU ALWAYS PUT *YOUR* PAIN AT THE CENTER OF THE UNIVERSE!

AS LONG AS YOU CAN GO TO SLEEP WITH A CLEAR CONSCIENCE, YOU DON'T CARE *WHO ELSE* HAS TO PAY THE PRICE FOR THAT GOOD NIGHT'S SLEEP!

THE WHOLE *WORLD* HAS TO ANSWER FOR YOUR PAIN, AND YOU KNOW WHY? BECAUSE MAKING THE *PAIN* BIG MAKES *YOU* BIG, MAKES YOUR *REVENGE* BIG, MAKES YOU *FEEL* BIG.

THOSE ARE AWFULLY BIG IDEAS FOR A KID.

NEVER MIND. YOU'RE AN IDIOT. YOU'RE JUST WHAT EVERYBODY ALWAYS SAID YOU WERE.

I SHOULDN'T HAVE SAID ANYTHING, THAT'S NOT WHY I'M HERE...I SHOULD JUST TAKE YOU TO THE NEXT STEP AND LET IT GO.

IT'S TIME FOR ME TO LET *EVERYTHING* GO.

EVERYTHING....

WAIT...YOU SHOULDN'T GO DOWN THAT ALLEY, IT'S NOT SAFE!

WAIT!

CAN I HELP YOU?

THERE WAS A GIRL JUST HERE--

OH, YEAH, HER. THAT'S JUST HOW IT IS. ONE MINUTE SHE'S HERE, THE NEXT SHE'S GONE.

SO WHO'RE YOU?

OH, WELL, I MAINLY WORK IN SOFTWARE DESIGN AND TESTING. COMPUTER GAMES MOSTLY...FIRST PERSON SHOOTERS,SPACE COMBAT GAMES, SUPER HERO STUFF.

YEAH, KIND OF FELL INTO THAT RIGHT AFTER HIGH SCHOOL.

WELL, THAT SOUNDS LIKE IT MUST BE KIND OF A FUN JOB.

YOU KNOW WHY GUYS LIKE ME GET INTO GAMES LIKE THAT?

BECAUSE THERE'S SOMETHING MISSING. WE LOOK AROUND AT A WORLD WHERE THERE USED TO BE A CHANCE OF BEING A HERO, OF BEING IMPORTANT...AND IT'S JUST NOT THERE THE WAY IT USED TO BE.

YOU CAN'T JUST PICK UP A GUN AND BECOME A GUNFIGHTER, OR GO OFF AND EXPLORE FOR A NEW WORLD, OR PULL A SWORD OUT OF A STONE, OR RESCUE A DAMSEL IN DISTRESS, OR--

SO WE PLAY *GAMES* AND WE READ *BOOKS* BECAUSE THE WORLD WE GOT ISN'T THE WORLD WE THOUGHT WE WERE *SUPPOSED* TO GET, THE WORLD WE THOUGHT WE'D BEEN *PROMISED* BY *SOME*BODY.

BECAUSE THINGS DIDN'T TURN OUT THE WAY THEY WERE *SUPPOSED* TO. SO WE GO SOMEPLACE ELSE.

BUT THOSE PLACES DON'T REALLY EXIST.

YEAH, WELL, NOTHING'S PERFECT, RIGHT?

IF I COULD *DO* ANY OF THOSE THINGS IN REAL LIFE, REALLY *BE* THOSE THINGS, A *HERO*, SOMEBODY WHO COULD CHANGE THE WORLD, SAVE LIVES--

--I GUESS I'D BE THE HAPPIEST GUY ON EARTH. I'D NEVER *ASK* FOR ANYTHING ELSE. WOULDN'T *NEED* ANYTHING ELSE.

I'D BE *GRATEFUL.*

BECAUSE THE REST OF THE WORLD NEVER *GETS* THAT CHANCE.

YEAH, WELL, I...

...THIS ISN'T GOING TO GET ME ANY CLOSER TO FINDING THAT LITTLE GIRL BEFORE SHE GETS IN TROUBLE AND--

EXCUSE ME--

--I THINK I SAW THE PERSON YOU'RE LOOKING FOR.

GET IN, I'LL GIVE YOU A LIFT.

QUITE A RIDE YOU'VE GOT HERE. ANY GADGETS YOU *DON'T* HAVE IN THIS THING?

WARP DRIVE.

MY MECHANICS ARE PUTTING IT IN ON FRIDAY, WHILE I'M IN THE OFFICE.

WOULD YOU LIKE A DRINK?

NO, THANKS...IT'S NOT THAT I DON'T DRINK, IT'S JUST THAT AS A RULE I CHOOSE NOT TO.

YEP, I USED TO BE THE SAME WAY.

FUNNY, WHERE OUR CHOICES BRING US, ISN'T IT?

I CAME FROM THIS PART OF TOWN. WENT TO SCHOOL NOT FAR FROM HERE. GOT BEAT UP PRACTICALLY EVERY DAY BY OTHER, BIGGER KIDS.

THEY HATED ME BECAUSE I WAS SMART. BECAUSE I WASN'T *LIKE* THEM. NEVER WANTED TO *BE* THEM.

THEY GOT THE GLORY, THE GIRLS, THE APPLAUSE ON THE FOOTBALL FIELD, THE PROM QUEEN...AND I GOT THE BOOT.

THEN I STARTED INVENTING THINGS...ALL *KINDS* OF THINGS. THIRTY PATENTS BY THE TIME I WAS NINETEEN. MADE MY FIRST MILLION THAT YEAR.

AND TEN TIMES THAT THE NEXT YEAR.

AND ALL THOSE KIDS I WENT TO HIGH SCHOOL WITH? MOST OF THEM WORK FOR ME NOW, IN ONE WAY OR ANOTHER. THE REST ARE JANITORS, OR GAS STATION ATTENDANTS, OR WORK AT THE DVD STORE.

AND THEY STILL HATE ME. BUT AT LEAST NOW I'VE GIVEN THEM A REASON.

EVEN SO--

--YOU MUST BE HAPPY NOW THAT YOU'VE GOT EVERYTHING YOU EVER WANTED.

NO. NOT EVERYTHING.

THERE WAS A YOUNG WOMAN I ONCE KNEW FROM HIGH SCHOOL. BEAUTIFUL.

SHE WAS ALL I EVER REALLY WANTED.

I LOST HER.

THIS IS WHERE WE GET OFF.

WHAT YOU'RE LOOKING FOR IS RIGHT DOWN HERE.

I'LL SHOW YOU. I COULD USE THE WALK.

YOU KNOW WHAT'S FUNNY?

I LIVE IN A TEN-THOUSAND-SQUARE-FOOT PENTHOUSE APARTMENT IN MANHATTAN OVERLOOKING CENTRAL PARK. I HAVE EVERY PIECE OF ART, EVERY TOY, ALL THE CDS, DVDS AND PLASMA SCREEN TVS ANYONE COULD EVER ASK FOR.

I HAVE A DOZEN WOMEN ON SPEED-DIAL WHO'LL COME OVER ANY TIME NIGHT AND DAY TO MAKE SURE I'M NOT ALONE.

I HAVE EVERYTHING I'VE EVER WANTED.

AND I'D TRADE IT ALL FOR *HER*.

FOR JUST ONE WOMAN WHO TRULY, HONESTLY LOVED ME. NOT FOR THE MONEY, NOT FOR WHAT I CAN DO...JUST FOR ME.

AND I'LL NEVER, EVER HAVE THAT.

END OF THE LINE, AT LEAST FOR ME.

SHE'S WAITING FOR YOU IN THERE.

UMM...I DON'T THINK THIS IS THE--

--RIGHT--

HELLO?

I'M RIGHT HERE.

I'VE ALWAYS BEEN RIGHT HERE.

UMMMMM...LISTEN...I THINK THERE'S BEEN SOME KIND OF MISTAKE.

MISTAKE? NO. NO MISTAKE. I'VE BEEN WAITING FOR YOU.

I'VE BEEN WAITING FOR YOU ALL YOUR LIFE.

SHOULDN'T THAT BE *MY* LIFE?

NOT MY LIFE AS IN *"MY LIFE"* BUT MY LIFE AS IN *"YOUR LIFE"* BUT NOT AS IN MY LIFE, IT'S--

--THE *POINT* IS, SHOULDN'T THAT BE, *"I'VE BEEN WAITING FOR YOU ALL MY LIFE."*

I SUPPOSE THAT DEPENDS ON HOW LONG EITHER *ONE* OF US LIVES, DOESN'T IT?

YOU KNOW, EVER SINCE I WALKED INTO THIS NEIGHBORHOOD, IT'S BEEN THE MOST SURREAL--

I MEAN, I'VE HAD *DREAMS* LIKE THIS.

HOW DO YOU KNOW THIS *ISN'T* A DREAM?

HOW DO YOU KNOW YOUR WHOLE *LIFE* HASN'T BEEN A DREAM? MAYBE THIS IS WHERE YOU FINALLY WAKE UP.

YEAH, WELL, IF I WAKE UP AS J.R. EWING IN THE SHOWER--

--OR GREGOR SAMSA WAKING UP AS A COCKROACH--

--I'M GOING TO BE *REALLY* TICKED.

THERE ARE SOME CULTURES THAT BELIEVE WE HAVE DREAM SELVES, EACH AS REAL AS OUR WAKING SELVES...EACH LIVING ALTERNATE LIVES, ALTERNATE FUTURES, ALTERNATE DESTINIES...AND THAT IT'S ONLY AT THE CROSSROADS OF THE DREAMING THAT WE MEET THEM.

SORRY, NEVER BELIEVED IN THAT SORT OF THING.

THAT'S TOO BAD.

BECAUSE YOU JUST MET SOME OF THEM ON YOUR WAY HERE.

"YOU SEE, OUR DESTINIES ARE WRITTEN NOT IN HUGE BRUSH STROKES, BUT IN THE TINIEST, FINEST OF DETAILS. A MISSED CAB. A PARTY UNATTENDED. A FIELD TRIP TO A LAB.

"A SLENDER WEB IN THE RIGHT PLACE AT THE RIGHT TIME."

BUT WHAT HAPPENS IF WE MAKE THE TINIEST CHANGE...?

"JUST A SINGLE SENTENCE...

"...AND THE FUTURE CHANGES...

"...FOREVER."

HEY, PARKER, LOOK AT THIS.

AND THEN WHAT HAPPENS?

"IN ONE REALITY, YOUR RAGE AND RESENTMENT TURN INWARD. YOU PULL AWAY FROM SOCIETY, FROM A WORLD YOU CANNOT CONTROL, THAT WILL NEVER RECOGNIZE YOUR POTENTIAL--

"--LOSING YOURSELF INSTEAD IN WORLDS YOU *CAN* CONTROL, BECAUSE THEY ARE NOT REAL. AND THUS LOSE SIGHT OF YOUR OWN POTENTIAL.

"IN ANOTHER REALITY, ANOTHER SELF, YOU DIRECT THAT ANGER *OUTWARDS*, TOWARD PROVING THAT YOU HAVE *WORTH*, THAT YOU HAVE *VALUE*.

"BUT MAINLY BECAUSE YOU WANT TO EARN ENOUGH MONEY TO GRIND THOSE WHO LAUGHED AT YOU INTO THE GROUND.

"THE PATENTS COME, AND THE MONEY FOLLOWS. YOU'RE A BILLIONAIRE BY THE AGE OF THIRTY. YOU'VE PROVEN YOURSELF TO THE CORPORATIONS, TO WALL STREET, TO THE PRESS--

"--STILL FIGHTING SHADOWS, STILL PAYING OFF OLD RESENTMENTS, STILL THINKING *'I'LL SHOW YOU'* OF PEOPLE WHO STOPPED THINKING ABOUT YOU *YEARS* AGO.

PARKER INDUSTRIES

"YOU PROVE YOURSELF TO EVERYONE--

"--EXCEPT YOURSELF."

THOSE ARE ONLY TWO OUT OF AN INFINITE NUMBER OF POSSIBILITIES...ALTERNATE PARKERS...THOUGH I CONFESS I FIND IT INTERESTING THAT IN NEARLY ALL OF THOSE ITERATIONS--

--YOU END UP ALONE.

YEAH? IS THAT SO?

SO IN WHICH OF THOSE ITERATIONS DO I END UP A LITTLE GIRL?

OH, THAT? THAT'S ANOTHER STORY. YOU'RE NOT READY TO HEAR THAT ONE YET, AND I'M NOT YET READY TO TELL IT.

SOON, THOUGH.

OKAY, LOOK, I DON'T KNOW WHO YOU ARE OR WHAT GAME YOU'RE PLAYING BUT I OFFICIALLY JUST STOPPED CARING. I'VE GOT IMPORTANT THINGS TO DO AND NOT A LOT OF TIME.

ACTUALLY, TIME IS ALL YOU *HAVE.* AND AS FOR THESE IMPORTANT THINGS--

--YOU'VE ALREADY FAILED. EVERYONE'S TOLD YOU THE SAME THING. YOUR AUNT IS GOING TO DIE AND THERE'S *NOTHING* YOU CAN DO ABOUT IT.

But I can.

I AM THE ONLY ONE WHO CAN SAVE HER.

MEPHISTO...

I TOLD YOU, OUR DESTINIES ARE MADE UP OF THE SMALLEST BRUSH STROKES, THE FINEST DETAILS. SOME OF THOSE DETAILS I AM NOT ALLOWED TO TOUCH. BUT OTHERS *CAN* BE TOUCHED, WITH THE PERMISSION OF THE ONE INVOLVED.

WHERE EVERYONE ELSE HAS FAILED, I CAN *GUARANTEE* THAT I CAN AND *WILL* SAVE YOUR AUNT'S LIFE.

AND IN RETURN YOU WANT MY SOUL, IS THAT IT?

YOUR SOUL? HARDLY.

I STOPPED MAKING THAT DEAL WITH PEOPLE LIKE YOU *AGES* AGO. DO YOU KNOW WHAT SOMEONE DOES IN HELL WHO HAS SOLD HIS OR HER SOUL TO HELP SOMEONE ELSE?

"THEY SUFFER RIGHTEOUSLY, NOBLY, SUSTAINED THROUGH ETERNITY BY THE KNOWLEDGE THAT THEIR ACTIONS SAVED SOMEONE ELSE."

...AND REALLY... WHERE'S THE FUN IN *THAT*?

BESIDES, KNOWING WHAT'S TO COME THERE'S STILL A MORE THAN EVEN CHANCE I'LL GET YOUR SOUL STRAIGHT-UP, AND THAT'S A *FAR* MORE APPETIZING PROSPECT.

NO, IN CASES LIKE THIS, I TRAFFIC IN A FAR MORE ELEGANT AND SATISFYING CURRENCY THAN SOULS, MR. PARKER.

I DEAL IN THE CURRENCY OF MISERY, LOSS, DESPAIR, HOPELESSNESS, PAIN, REGRET AND SADNESS. THEY ARE AS SWEET TO ME AS THE MOST BEAUTIFUL MUSIC EVER COMPOSED.

I WILL GO ANYWHERE, DO ANYTHING, FOR THE SOUND OF A SOUL IN PAIN.

YOU SAID YOU WOULD DO *ANYTHING* TO SAVE HER. IS THAT TRUE, OR WAS IT JUST A LIE?

ARE YOU OR ARE YOU NOT INTERESTED IN THE TERMS OF THE BARGAIN?

ANYTHING THAT BIG...I CAN'T ANSWER ALONE, I HAVE A RESPONSIBILITY TO SOMEONE ELSE--

BUT OF COURSE. I WOULDN'T HAVE IT ANY OTHER WAY.

SHE'S RIGHT IN THERE. FIRST DOOR ON THE RIGHT.

WHAT HAVE YOU DONE TO HER?!

MJ! IT'S ME-- PETER! OPEN UP!

ALLOW ME...

KLK

I CAN'T MAKE A DECISION LIKE THAT WITHOUT TALKING TO PETER.

BUT OF COURSE. I WOULDN'T HAVE IT ANY OTHER WAY.

SPEAK OF THE DEVIL.

MOTEL

WELL, I'M NOTHING IF NOT EFFICIENT.

PETER, WHAT'S HAPPENING? CAN HE DO WHAT HE SAYS HE CAN DO?

ENOUGH OF THE GAMES, YOU DON'T WANT MY SOUL, SO WHAT *DO* YOU WANT?

WHAT I WANT IS GREATER THAN WHAT ONE PALTRY SOUL CAN PROVIDE ME. WHAT I WANT IS THE ONE THING IN THE UNIVERSE THAT IS TRULY GREATER THAN THE SUM OF ITS PARTS AND TASTIER THAN ANY SINGLE SOUL I COULD DEVOUR.

I WANT THAT WHICH GIVES YOU JOY, THAT WHICH SUSTAINS YOU IN YOUR MOMENTS OF GREATEST DESPAIR, THE SOURCE NOT OF YOUR POWER, BUT OF YOUR STRENGTH, YOUR *HAPPINESS*, YOUR *DREAMS* AND YOUR *PASSION*.

I WANT *YOUR LOVE*...

...I WANT *YOUR MARRIAGE*.

WELL, LET ME TELL YOU WHERE YOU CAN SHOVE YOUR OFFER--

NO, PETER, WAIT!

IF HE HAS THE POWER TO DO WHAT YOU SAY HE CAN DO, LET'S AT LEAST HEAR HIM OUT.

WHAT DO YOU WANT, MEPHISTO? WHAT ARE YOUR TERMS?

AH, YOU'RE OBVIOUSLY THE SENSIBLE ONE. I'M SO GLAD YOU ASKED.

LET'S JUST SAY THIS...

ENJOY THE WORLD AS IT IS FOR AS LONG AS YOU CAN.

FOR YOU WILL ONLY HAVE IT FOR *ONE MORE DAY.*

"YOU WILL NOT CONSCIOUSLY REMEMBER THIS BARGAIN, OR THIS MOMENT, OR THE LIFE YOU LIVED TO THIS POINT. BUT THERE WILL BE A VERY SMALL PART OF YOUR SOUL THAT *WILL* REMEMBER, THAT *WILL* KNOW WHAT YOU LOST.

"AND MY JOY WILL BE IN LISTENING TO THAT PART OF YOUR SOUL SCREAMING THROUGHOUT ETERNITY.

"YOU HAVE UNTIL MIDNIGHT TOMORROW TO SAY YES. AT THAT INSTANT, YOU WILL EITHER LOSE YOUR MARRIAGE OR YOUR AUNT.

"EITHER WAY, THE WORLD YOU KNOW, THE WORLD YOU CARE ABOUT AND HAVE FOUGHT SO HARD TO PROTECT... WILL BE AT AN END."

545
FEB

the AMAZING SPIDER-MAN

ONE MORE DAY

PART 4 OF 4

MARVEL COMICS GROUP

'NUFF SAID!

AMAZING SPIDER-MAN #545 — **"ONE MORE DAY, PART 4"**

"YOU WILL NOT CONSCIOUSLY REMEMBER THIS BARGAIN, OR THIS MOMENT, OR THE LIFE YOU LIVED TO THIS POINT.

BEEEEEEEEEEEEEEEE

"BUT THERE WILL BE A VERY SMALL PART OF YOUR SOUL THAT *WILL* REMEMBER, THAT *WILL* KNOW WHAT YOU LOST.

PAPER EMPTY

NOISE COUPLET

SETTING

"AND MY JOY WILL BE IN LISTENING TO THAT PART OF YOUR SOUL SCREAMING THROUGHOUT ETERNITY.

"YOU HAVE UNTIL MIDNIGHT TOMORROW TO SAY YES. AT THAT INSTANT, YOU WILL EITHER LOSE YOUR MARRIAGE OR YOUR AUNT.

"EITHER WAY, THE WORLD YOU KNOW...

"...THE WORLD YOU CARE ABOUT AND HAVE FOUGHT SO HARD TO PROTECT...

"...WILL BE AT AN END."

MJ?

SPIDER-MAN
ONE MORE DAY PART 4

MJ--

SHHH...DON'T TALK FOR A MINUTE, OKAY? JUST--

-- I'LL BE OKAY, BUT JUST... DON'T TALK FOR A SECOND, PLEASE?

FIRST QUESTION. DO--

--HHUCHHH

SORRY. I'M TRYING SO HARD TO--

FIRST QUESTION. DO YOU THINK...CAN HE...MEPHISTO...REALLY DO WHAT HE SAYS HE CAN?

I DON'T.

BUT THIS IS ALL WE HAVE.

ARE YOU--

DON'T. LET ME... I HAVE TO GET THROUGH THIS IN MY OWN WAY, OKAY?

OKAY.

DON'T TOUCH ME. I'M NOT...IT'S NOT THAT I'M...I JUST...I NEED TO KEEP IT TOGETHER, AND I CAN'T IF YOU--

OKAY.

I DON'T...I'M GOING TO ASK YOU SOMETHING, PETER...I'M GOING TO BE VERY SELFISH AND I'M GOING TO ASK YOU SOMETHING, AND I DON'T...I DON'T WANT YOU TO HATE ME FOR ASKING THIS.

I COULD NEVER--

MJ--

SHHHH... SHHH...

MAY'S LED A GOOD LIFE, PETER, A LONG LIFE.

YOU'VE KEPT HER ALIVE, KEPT HER GOING, FOUGHT FOR HER EVERY MOMENT OF YOUR LIFE, ESPECIALLY THESE LAST FEW WEEKS...

...YOU'VE DONE AS MUCH AS ANYONE COULD EVER HOPE TO...YOU'VE HONORED HER AND YOU'VE LOVED HER, BUT SOONER OR LATER WE ALL...

...WE ALL DIE, PETER, IT'S WHAT WE *DO*, AND WHAT IF--

--WHAT IF THIS IS JUST HER TIME?

YOU'VE ALWAYS TRIED SO HARD TO DO THE RIGHT THING BY HER...

WHAT IF THIS TIME, THE RIGHT THING...IS LETTING GO?

YOU'RE NOT SAYING ANYTHING I HAVEN'T ALREADY THOUGHT.

IF THIS WAS A CASE OF NATURAL CAUSES, A HEART ATTACK, OLD AGE, THAT WOULD BE ONE THING.

I THINK...I THINK I COULD EVEN ACCEPT THAT.

BUT THAT'S NOT WHAT HAPPENED.

SHE GOT HIT WITH A BULLET MEANT FOR ME.

THAT WOULD NEVER HAVE BEEN FIRED IF NOT FOR THE THINGS I'VE DONE.

I'M *RESPONSIBLE*, MJ. EVEN IF I'M NOT, EVEN IF WE ARGUE ALL THE LOGICAL WAYS I'M NOT... IN MY HEART, I *AM*. AND IF THAT'S WHAT KILLS HER--

--I COULDN'T LIVE WITH THAT, MJ. I JUST COULDN'T LIVE WITH *MYSELF*. I'D BREAK IN TWO.

OH, WELL, THAT'S JUST GREAT--

MJ--

SO IF I SAY WE LET HER GO, THEN I'M RESPONSIBLE FOR THAT *AND* "BREAKING YOU IN TWO"!

I'M NOT--

DON'T *DO* THAT TO ME, PETER, DON'T *PUT* ME IN THAT POSITION.

I'M *NOT*.

IF I MADE THAT DECISION ALONE, NO, I COULDN'T LIVE WITH MYSELF. BUT IF *WE* MAKE IT, TOGETHER, THEN--

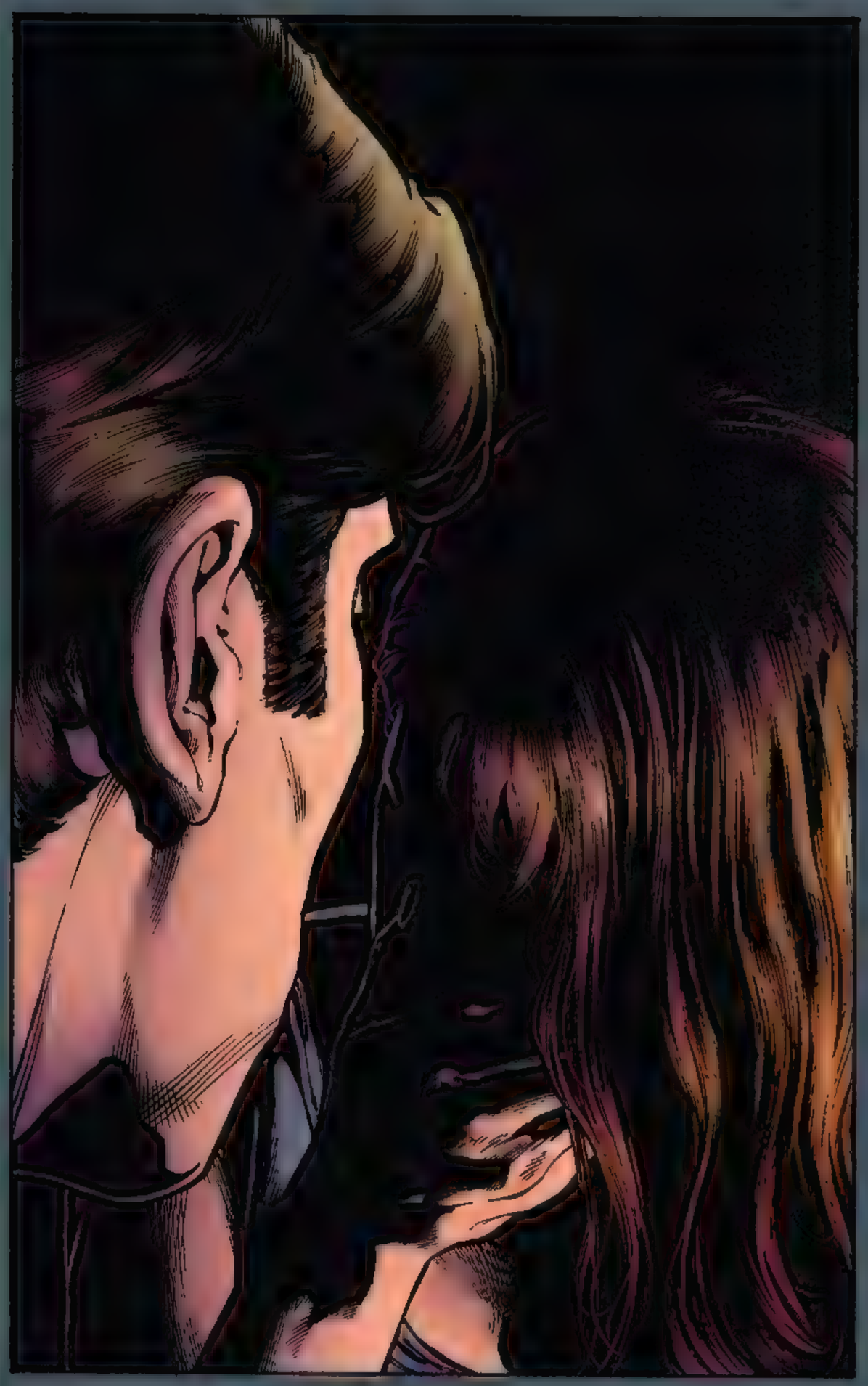
--THEN YEAH, I THINK I COULD.

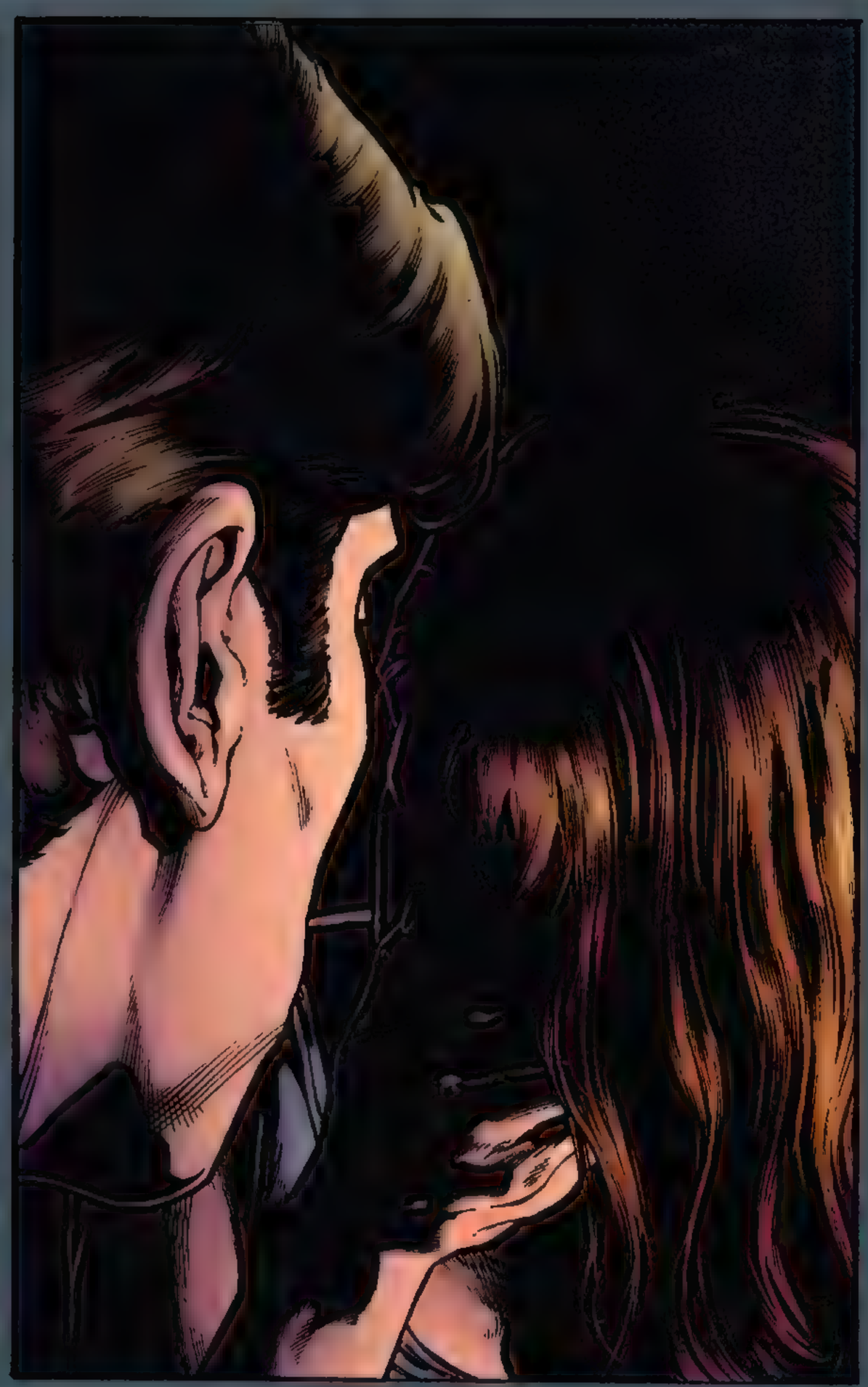
THINK YOU COULD OR *KNOW* YOU COULD?

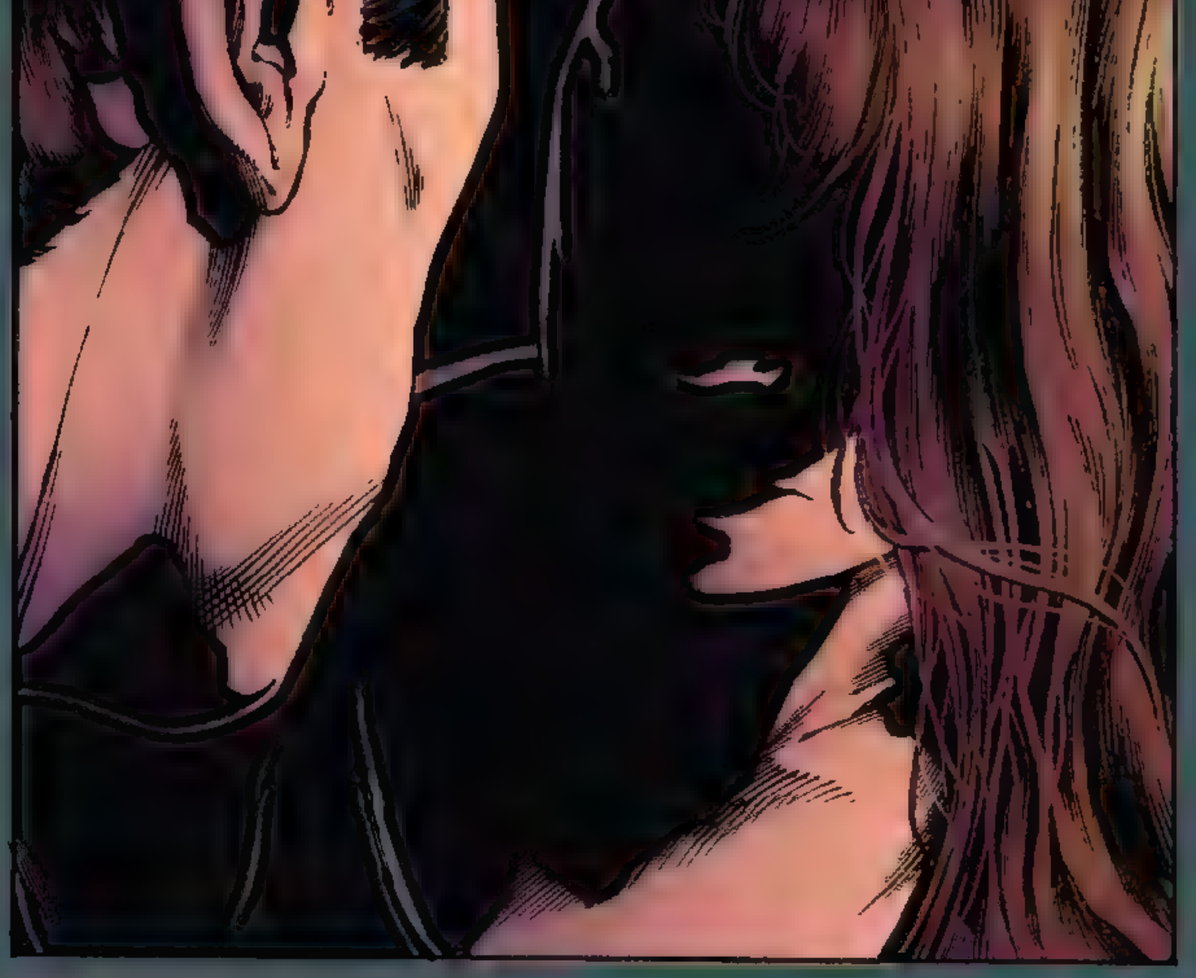
I KNOW I COULD. IF THAT'S WHAT WE DECIDE.

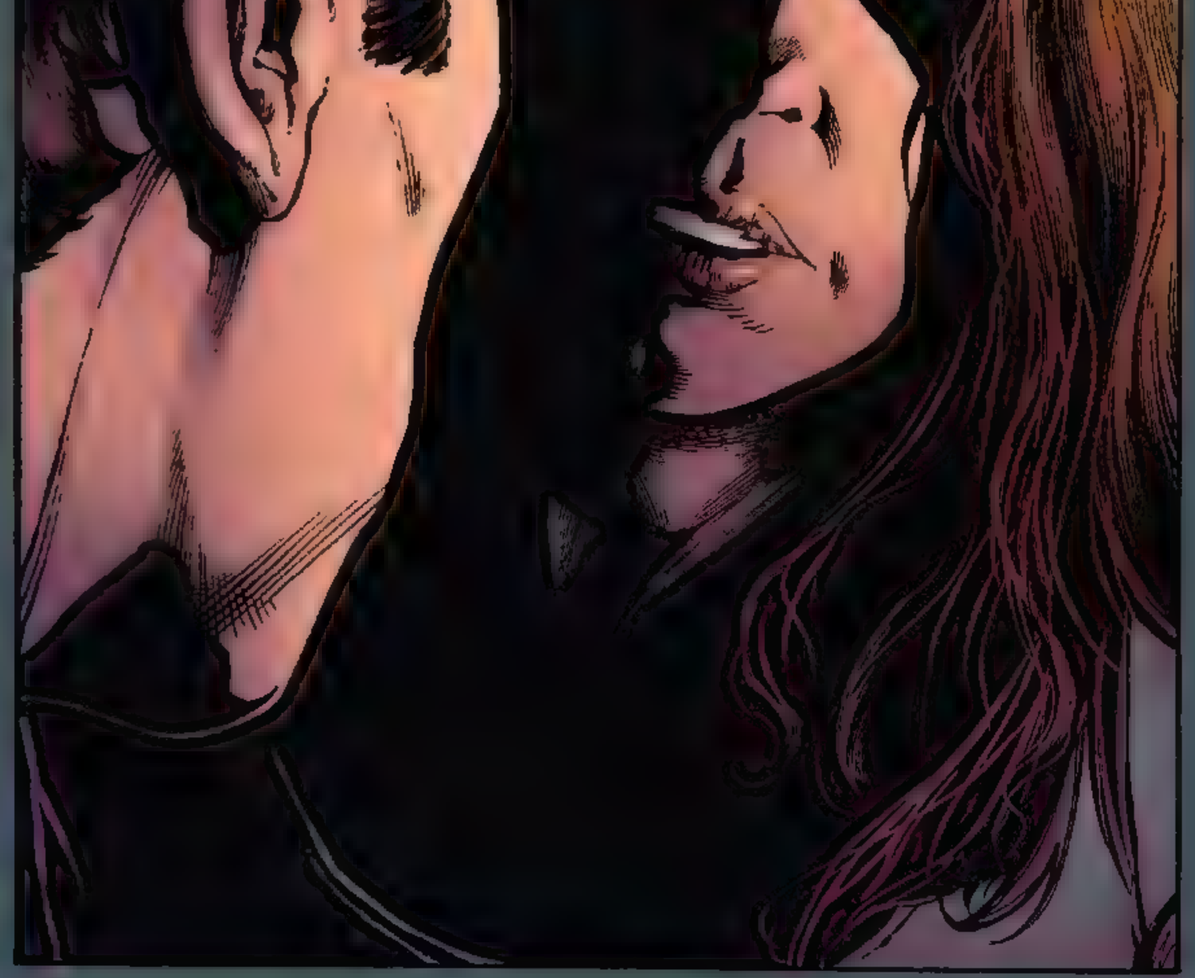
AND HOW LONG DO WE HAVE?

UNTIL MIDNIGHT. LESS THAN TWENTY-FOUR HOURS.









HEY, DO YOU REMEMBER WHEN--

SHHH.

HOW ABOUT THE TIME--

PETER.

I REMEMBER ALL OF IT. EVERY LITTLE DETAIL. AND NO MATTER WHAT THAT MONSTER DOES, NOTHING WILL EVER TAKE THAT AWAY FROM ME.

MJ, WHAT ARE YOU SAYING?

ARE WE REALLY GOING TO--

OH, GOD, PETER! OH, GOD--AHUH, HUUH.

BONG!

TELL ME EXACTLY.

HOW DOES THIS WORK?

YOU SHOULDN'T WORRY YOURSELF OVER SUCH DETAILS, MISTER PARKER, BUT SINCE YOU ASKED. WITH YOUR CONSENT, IT REALLY IS QUITE SIMPLE.

YOU TWO WILL NO LONGER BE MARRIED. BECAUSE YOU TWO WILL *NEVER HAVE BEEN* MARRIED.

IT SIMPLY NEVER HAPPENED.

WHAT? JUST LIKE THAT-- A LIFETIME ERASED?

NOT A LIFETIME, NO. YOUR MARRIAGE IS BUT A STITCH IN TIME...

...THAT I WILL *SIMPLY, PAINLESSLY...* REMOVE.

ALL ELSE WILL REMAIN THE SAME.

I DON'T UNDERSTAND.

YOU DON'T NEED TO. ALL YOU NEED TO UNDERSTAND IS THAT YOUR AUNT WILL LIVE.

BONG!

DID YOU HEAR THAT? THAT'S THE SOUND OF YOUR AUNT DYING, TIME IS NEARLY UP!

YOU DO REALIZE THAT NONE OF THIS, NOT A *STITCH* OF THIS RESOLVES *ANYTHING!*

SO YOU SAVE MAY, THEN WHAT?

SHE WAS SHOT BECAUSE HE MADE HIS IDENTITY PUBLIC, THE WORLD KNOWS HE'S SPIDER-MAN. WHAT'S TO STOP SOME OTHER LUNATIC FROM SHOOTING HER AGAIN?

LET ME EXPLAIN SOMETHING TO YOU, MRS. PARKER.

HAVE YOU THOUGHT FOR A SECOND TO ASK YOURSELVES WHY? WHY I CHOSE YOU TWO OUT OF ALL PEOPLE?

IT'S BECAUSE YOURS IS THE RAREST LOVE OF ALL.

PURE, UNCONDITIONAL AND *MADE HOLY* IN THE EYES OF *HE* WHO I HATE MOST.

A LOVE LIKE YOURS COMES ABOUT BUT ONCE IN A MILLENNIA AND TO TAKE THAT AWAY FROM *HIM*...

...TO DENY *HIM*...

...IS A VICTORY LIKE NONE OTHER IMAGINABLE.

SO IF THAT'S ALL IT TAKES, CONSIDER HIS IDENTITY FORGOTTEN.

MJ, I DON'T KNOW--

BONG!

THE ANSWER IS *YES*, YOU MONSTER!

MJ, WAIT!

HOW... EXPECTED.

WELL THEN, WE SHOULD--

WE'RE NOT DONE YET.

YOU'RE GOING TO PUT HIS LIFE BACK JUST AS IT WAS. YOU'RE GOING TO GIVE HIM A CHANCE AT HAPPINESS.

AND WHY SHOULD I DO THAT?

BECAUSE OF WHAT I CAN OFFER YOU.

AND WHAT, PRAY TELL, MIGHT THAT BE?

MJ?

MJ, WHAT DID YOU--

ISN'T TIME TO--

BONG!

SHE'S RIGHT. TIME IS RUNNING OUT AND YET ONLY ONE OF YOU HAS AGREED TO MY TERMS.

I CAN'T GO ANY FARTHER WITH THIS. WHAT SAY YOU, MR. PARKER?

IT'S OKAY, IT'S OKAY. IT'S ALL GOING TO BE OKAY. GO ON NOW, SAVE MAY.

BE THE HERO.

BE MY HERO.

NYRAAARGH!

DO IT.

DONE!

NOW THAT OUR DEAL IS SEALED, I MUST ADMIT, I AM A BIT SURPRISED.

SURPRISED?

AS I'VE SAID, WITHIN SPECIFIC LIMITS, I HAVE THE POWER TO *CHANGE* CERTAIN THINGS.

SOMETIMES ALL IT TAKES TO CHANGE ONE *BIG* THING IS TO CHANGE ONE *LITTLE* THING...

AND TURN A *POSSIBILITY* INTO A *PROBABILITY* INTO A FACT.

THOSE YOU MET YESTERDAY WERE SUCH POSSIBILITIES.

I THOUGHT YOU MIGHT FIND IT *INSTRUCTIVE* TO MEET THEM.

YES, I'M SURPRISED...

SURPRISED YOU FORGOT TO ASK ABOUT ME.

I'M A POSSIBILITY YET TO *COME*.

BUT THAT'S A DISCUSSION FOR ANOTHER TIME.

OH MY GOD!!! THE LITTLE GIRL, WHO WAS THE LITTLE GIRL?

YES, THE LITTLE GIRL.

RATHER THAN BRINGING A POSSIBILITY *FORWARD*, I BROUGHT A *FACT* BACKWARD.

I'M THE CHILD YOU TWO WILL NEVER HAVE NOW THAT YOU'VE DECIDED TO SAVE THE LIFE OF YOUR AUNT.

I WOULD HAVE BEEN THE BEST OF *BOTH* OF YOU. NOW THAT YOU'VE OPTED TO SAVE YOUR AUNT...

PETER, OH MY GOD.

...I WILL NEVER BE.

BONG!

SHALL WE?

YOU SON OF A--

PETER, NO!

BONG!

JUST A FEW SECONDS MORE... LISTEN TO ME, PETER, *LISTEN* TO ME.

BONG!

I *KNOW*, IN MY HEART OF HEARTS, THAT YOU AND I WERE ALWAYS MEANT TO BE TOGETHER.

WHATEVER HE THROWS AT US, WHATEVER HE DOES, WHATEVER HE *UNDOES*, IT DOESN'T MATTER.

BONG!

BECAUSE WHATEVER HE DOES TO PULL US APART WOULD HAVE TO BE BIGGER AND STRONGER THAN WHAT *BROUGHT* US TOGETHER AND *KEPT* US TOGETHER, NO MATTER WHAT HAPPENED.

AND THERE'S NO POWER IN THE UNIVERSE BIG ENOUGH FOR A JOB LIKE THAT. NOT THE DEVIL, NOT GOD, NOT *ANYBODY*.

BONG!

WE'LL FIND EACH OTHER AGAIN, AND WE'LL BE TOGETHER AGAIN, I KNOW WE WILL. AND I'M ALWAYS RIGHT ABOUT THESE THINGS, RIGHT?

BONG!

RIGHT.

I LOVE YOU, MARY JANE PARKER.

AND I LOVE YOU, PETER PARKER.

BONG!

FACE IT, TIGER...

"...YOU JUST HIT THE JACKPOT."

BONG!

+YAWN+ ANOTHER UNEVENTFUL NIGHT FOR PETER PARKER. JUST LIKE I LIKE IT.

OH, MAN, *LATE!*

HOW IS IT I CAN GET TO BED EARLY AND STILL SLEEP PAST MY ALARM?

GOOD MORNING--+UHRRM+ ***RATHER,*** GOOD AFTERNOON, TIGER!

I WISH YOU WOULD HAVE. BIG DAY TODAY.

I DIDN'T HAVE THE HEART TO WAKE YOU, YOU'VE NEVER LOOKED MORE PEACEFUL.

BUT I'LL FORGIVE YOU 'CAUSE YOU'RE SO DARN CUTE.

MMMWHAA!

AND I'LL FORGIVE YOUR CHEEKINESS IF YOU SIT YOUR TUSH DOWN AND HAVE A DECENT BREAKFAST FOR A CHANGE.

SORRY, AUNT MAY, GOT TO GO. OW, OW, OW, HOT, HOT, *HHHHHOT!*

PETER!

NO TIMEFF TO SIFFT, AUNFFT MAY, RUNNING LAFFTE.

LATE FOR WHAT?

BIG WELCOMFF HOMFF, SURPRITH PARTY TODAY, EVERYONE'S GOING TO BE THERE. I WANFF TO GET THERE BEFORE EVERYONE YELLTH *"THURPRISE!"* THATH THE BESFF PART.

PETER PARKER!

LOVFF YOUFF!!!

SLOW DOWN, YOU MOVE TOO FAST, YOU GOTTA MAKE THE MOMENT LAST, JUST KICKIN' DOWN THE COBBLESTONES, LOOKIN' FOR FUN AND...

TOWERS

FEELIN' GROOVY! LA LA LA LA LA LA LA LA LA LA!

HI, I'M HERE FOR THE PARTY!

ELEVATOR ON THE RIGHT, PUSH PENTHOUSE. YOU BETTER HURRY OR YOU'LL MISS THE "*SURPRISE*"--THAT'S THE BEST PART.

I KNOW, I KNOW.

DING!

WOW!

SWANKY DIGS.

PARKER!

'SUP, FLASH!

WHERE THE HECK HAVE YOU BEEN?!

YOU ALMOST MISSED THE "*SURPRISE*," AND THAT'S THE BEST PART.

I KNOW, I KN--

YIKES, AWKWARD! THINGS STILL FROSTY WITH MJ, HUH?

YEAH, I GUESS YOU CAN SAY THAT. I DON'T KNOW IF SHE'LL EVER FORGIVE ME FOR--

SHHHHHH, EVERYBODY!

SHHHHHH, SHHHHH, QUIET, THEY'RE HERE, THEY'RE HERE!

DING!

SURPRISE!!!

ALL THIS FOR LITTLE OL' ME?

HAAAAA-RRY!

THERE THEY ARE!

WHOA!

WHO'S THAT?

COME ON, BABE, I WANT TO INTRODUCE YOU TO ALL MY FRIENDS.

FIGURES.

WOW, MR. OSBORN, LOOK AT YOU!

WUZZUP, BOYS! I WANT TO INTRODUCE YOU TO MY GIRLFRIEND, LILY. GIRLFRIEND, LILY, THE BOYS.

LILY, LILY HOLLISTER.

PETER PARKER, PLEASED TO MEET YOU.

HEY, ISN'T YOUR DAD--?

HI!

OH, HI--

CARLIE COOPER!

LILY'S BEST FRIEND SINCE HIGH SCHOOL AND THE CONSPIRATOR WHO DROVE THEM IN FROM THE AIRPORT.

HOW DO YOU KNOW HARR--?

UM, HELLO?

DING!

HELLOOOOO?

OH, SORRY. UMM, YOU WERE SAYING?

HEADS UP, KIDS!

A MAN DOESN'T LIVE IN EUROPE FOR AS LONG AS I DID AND NOT GET TO TOAST WITH HIS BEST PALS.

YOU KNOW THE WORST THING ABOUT REHAB, FELLAS?

THE PARTIES SUCK.

NAH, I'M GOOD.

SAME OL' BORING PETER. GOD, IT'S GREAT TO BE BACK!

WELL YOU KNOW WHAT THEY ALWAYS SAY, HARRY, SPEAK OF THE DEVIL AND HE APPEARS.

TO FRIENDS NEW AND OLD, AND A NEW DAY!

YES, TO FRIENDS...

...AND A BRAND NEW DAY!

A BRAND NEW DAY!

TO JMS!
FROM THE MARVEL GANG!

AFTERWORD
BY STAN LEE

Wow! Talk about courage! Just imagine what cojónes it must have taken for Joey the Q and his Marvel madmen to separate Spidey and MJ after years of married bliss.

I know this new, startling development will anger some readers — might even make 'em think that Marvel has lost its collective mind. But me — I think the Bullpen deserves a medal. In fact, I hereby award them a rare, digital No-Prize.

You see, I haven't forgotten that day, many years ago, when I decided to have Peter and MJ get hitched. You should'a heard the uproar from True Believers around the globe! "You're killing the strip, Lee!" "If they get married, I'll never read another Spider-Man!" "How can you do this to your own characters? Have you lost what little was left of your mind?!" And those were the kinder messages.

Sometimes readers forget that a series can't continue going down the same road forever. Think about it. In real life, people may make friends, lose friends, stay single, get married, get divorced, get sick, die, whatever. All the Bullpen is brilliantly doing is giving you characters whose lives are as full of surprises as your own. I applaud them for that.

As for the future, who knows what it holds? Will our star-crossed lovers stay apart? Will they be reunited one day? Or, will something even more unexpected occur? Look, neither you nor I can ever know what tomorrow holds for us, right? That's the mystery and wonder of life.

And that's what makes Spider-Man and the rest of the magnificent Marvel characters the most exciting and compelling heroes of all.

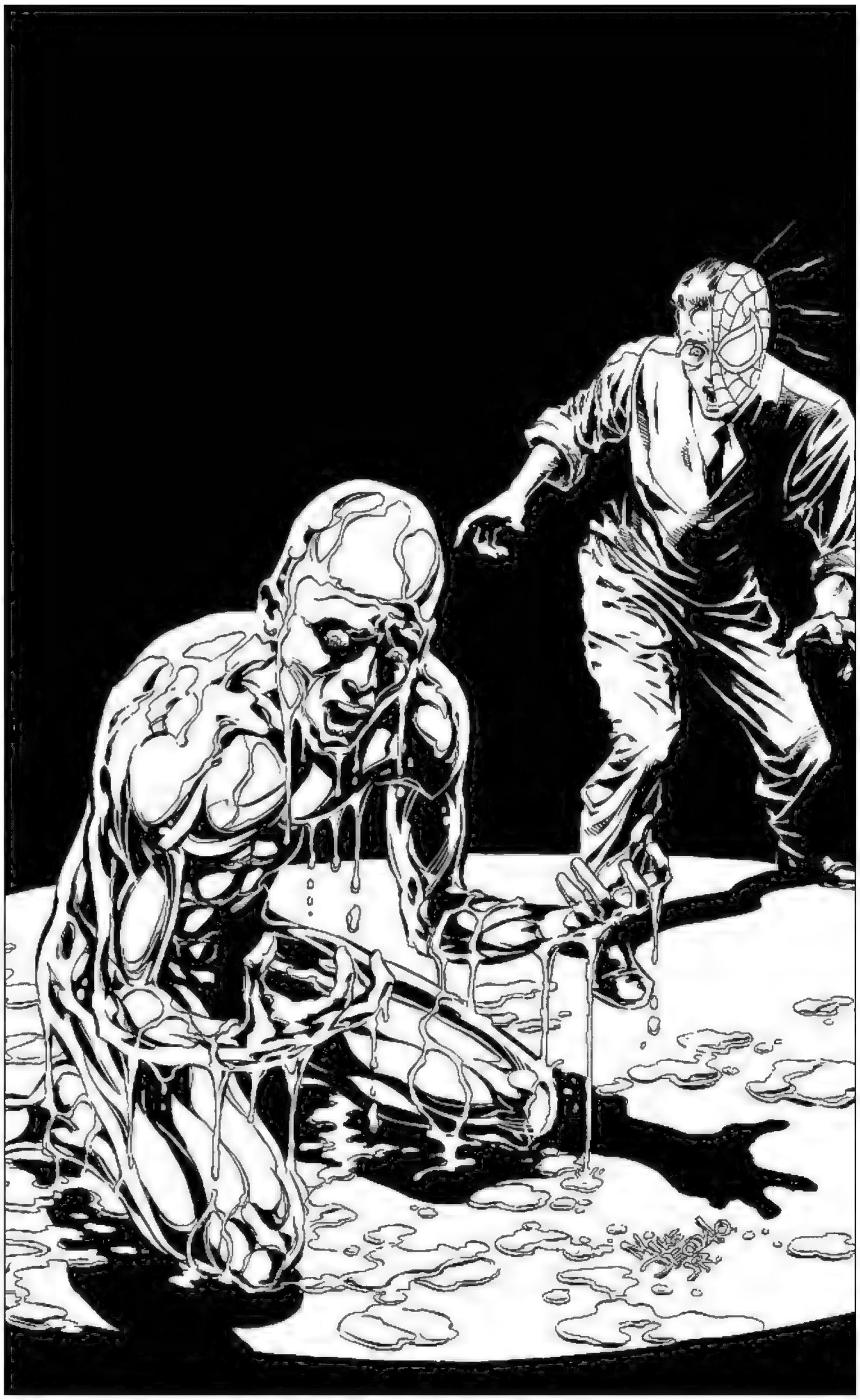
So be proud, O Keeper of the Flame; you're part of the Mighty Marvel Literary Renaissance!

And congratulations, Joey. You and the Bullpen are the greatest!

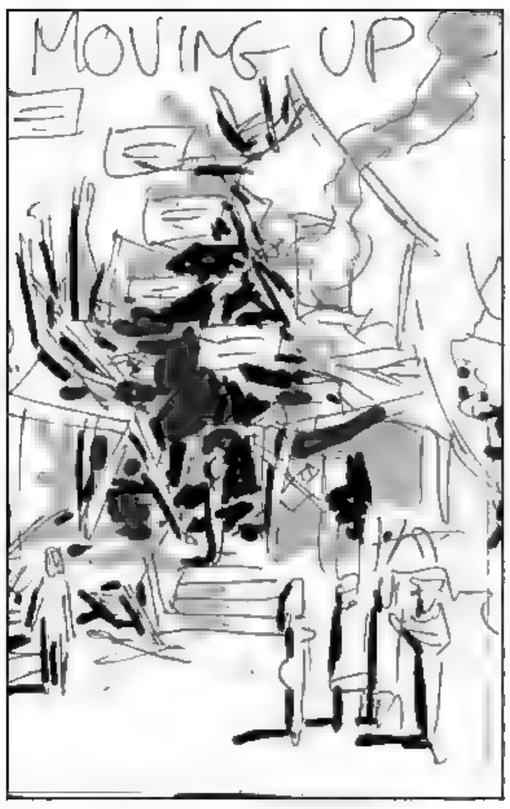
EXCELSIOR!

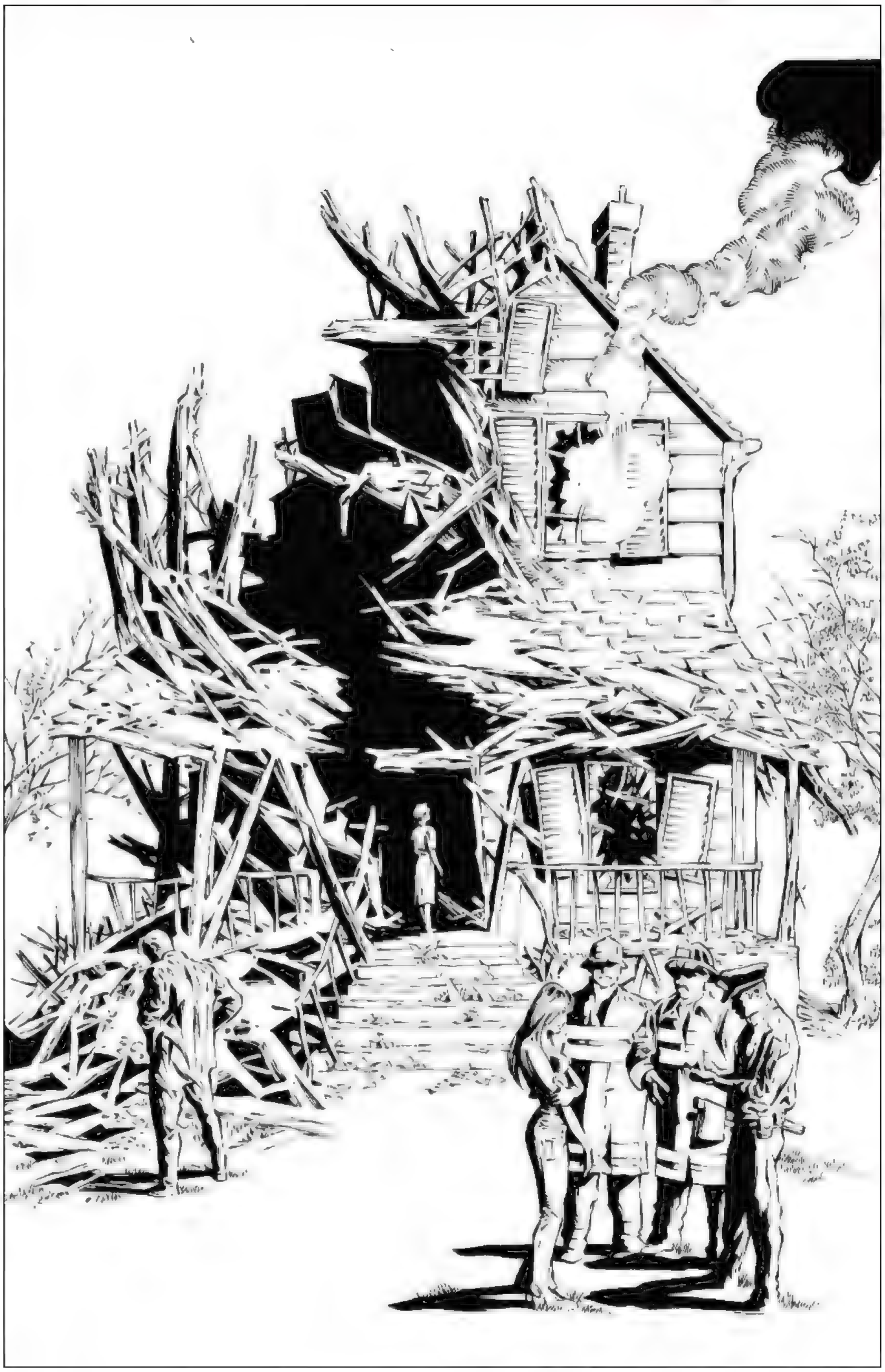
STAN

"One More Day" afterword by Stan Lee

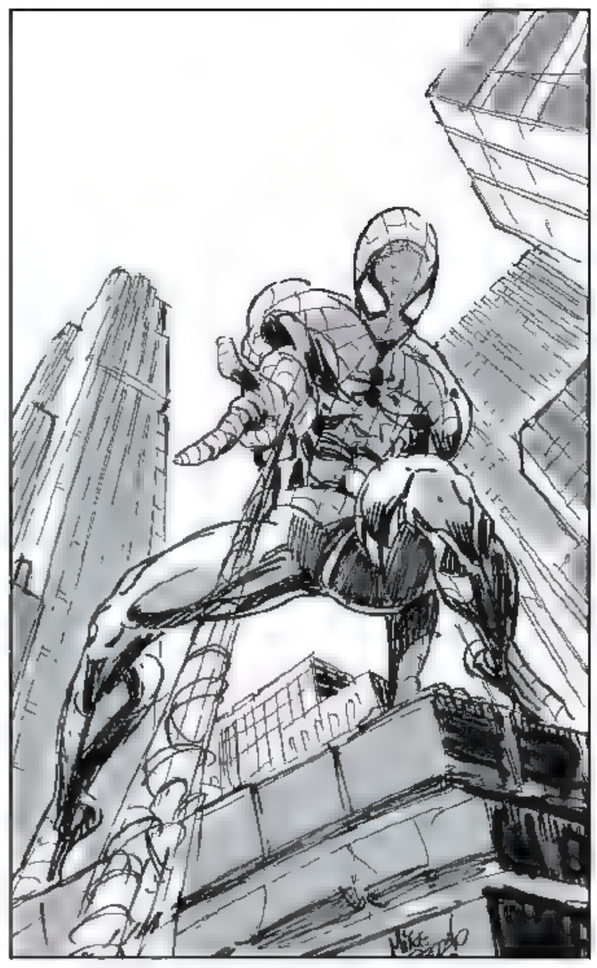


Amazing Spider-Man #516 **cover concepts and final art by Mike Deodato Jr.**





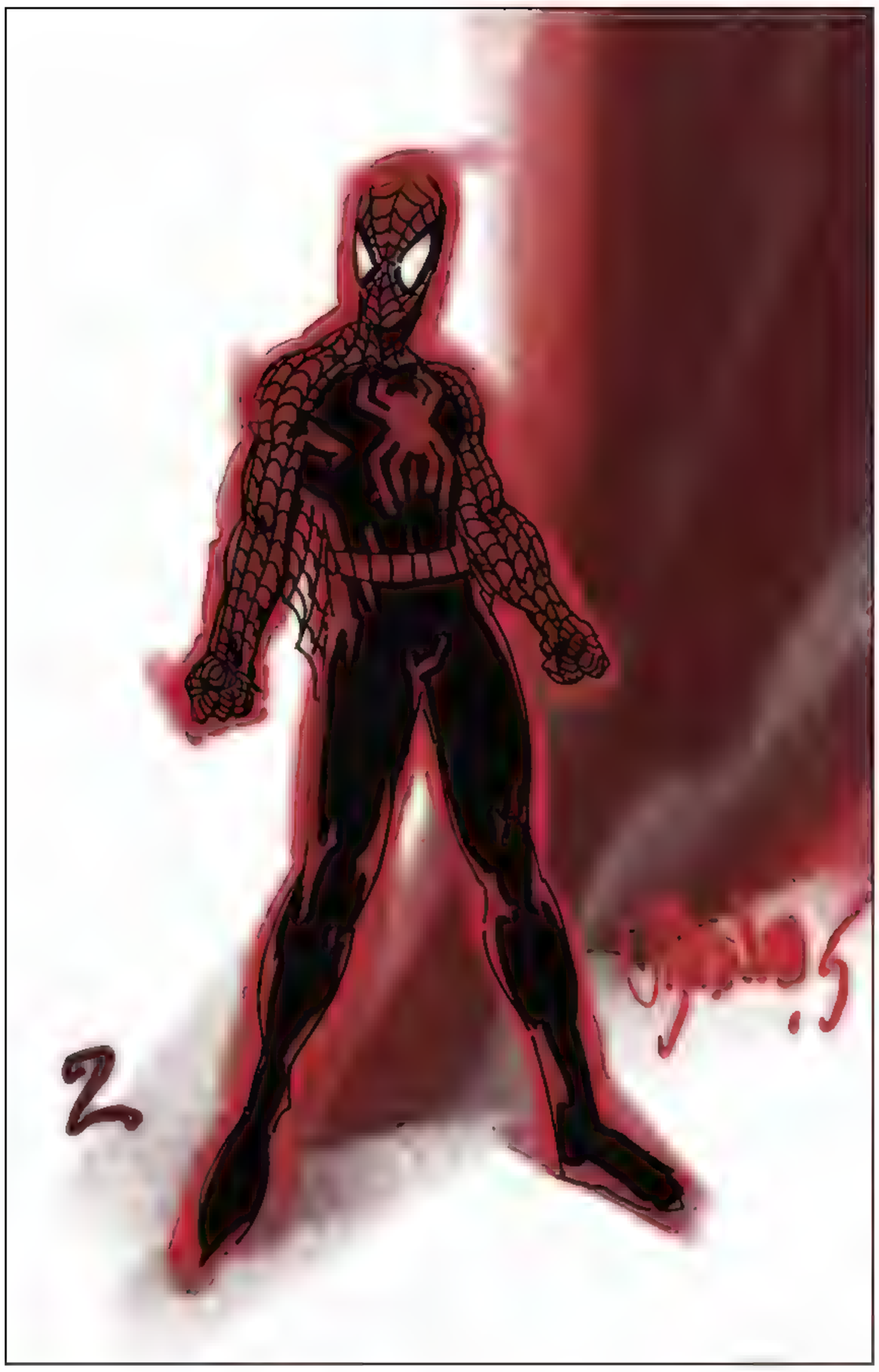
***Amazing Spider-Man #519*, pages 1-4 thumbnail layouts and page 1 inks by Mike Deodato Jr.**



Amazing Spider-Man #520
cover layout and final art by Mike Deodato Jr.

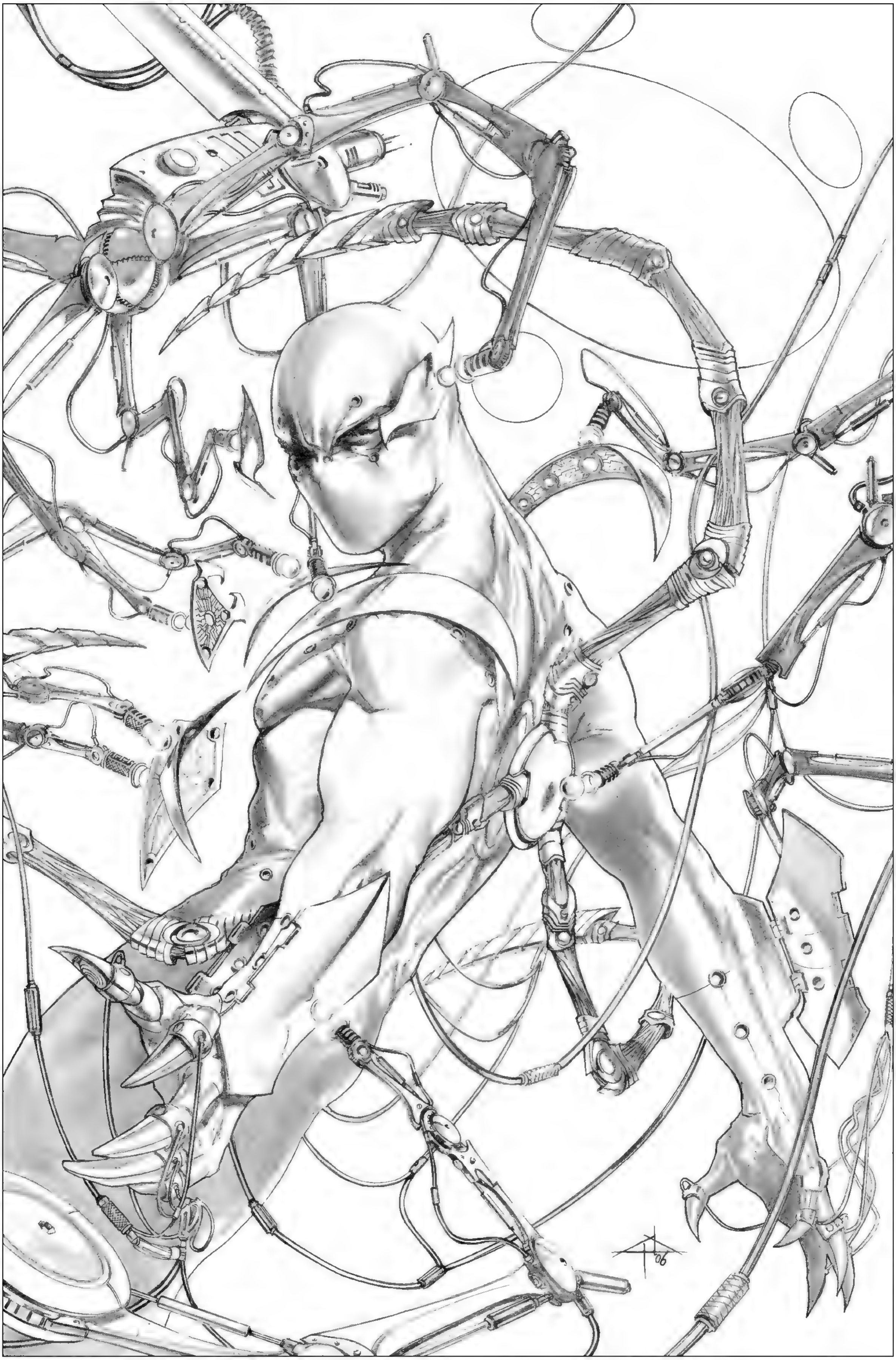
Amazing Spider-Man #523
cover pencils by Terry Dodson, and inks by Rachel Dodson

Amazing Spider-Man #529 promotional art by Ron Garney



Early "Iron Spider" costume designs by Chris Bachalo

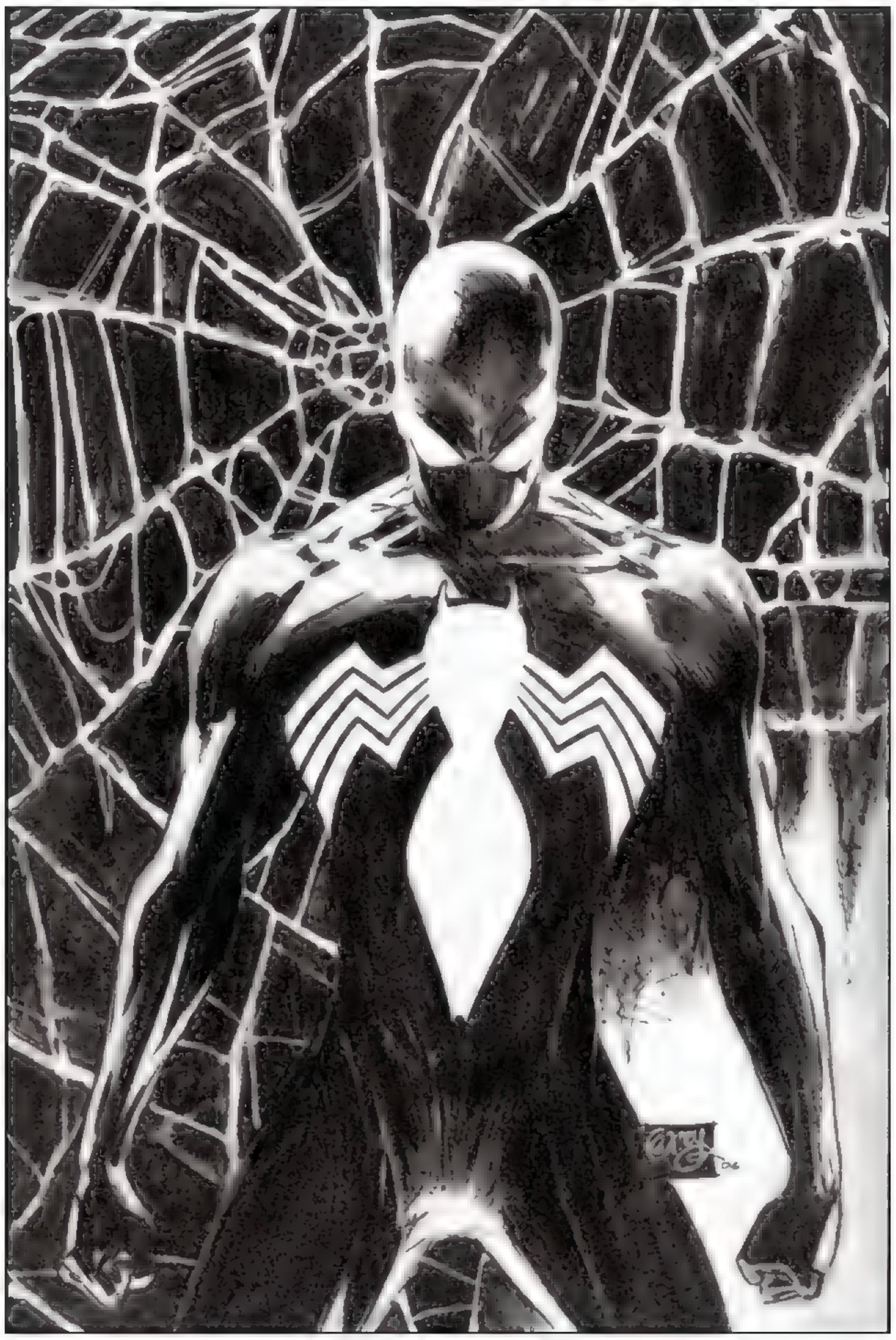
Tentacles revised by Joe Quesada



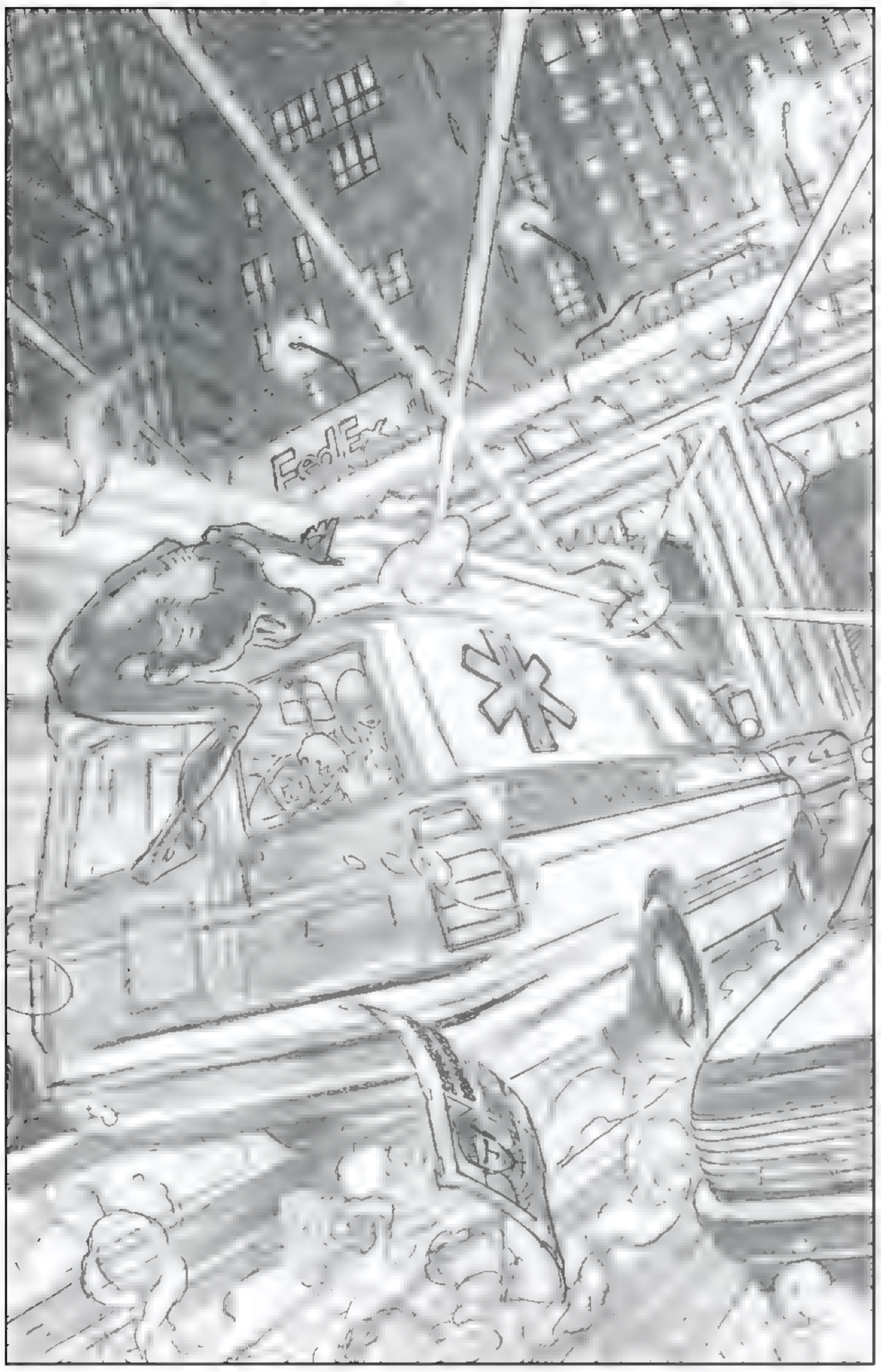
Civil War: Amazing Spider-Man — Decisions **collected** ***Amazing Spider-Man #529-532*****. Cover art by Gabriele Dell'Otto**

Amazing Spider-Man #529 **pencils by Ron Garney, from the** *Civil War: Opening Shot Sketchbook*

Amazing Spider-Man #529 **pencils by Ron Garney, from the *Civil War: Opening Shot Sketchbook***



Amazing Spider-Man #539 **cover pencils by Ron Garney**



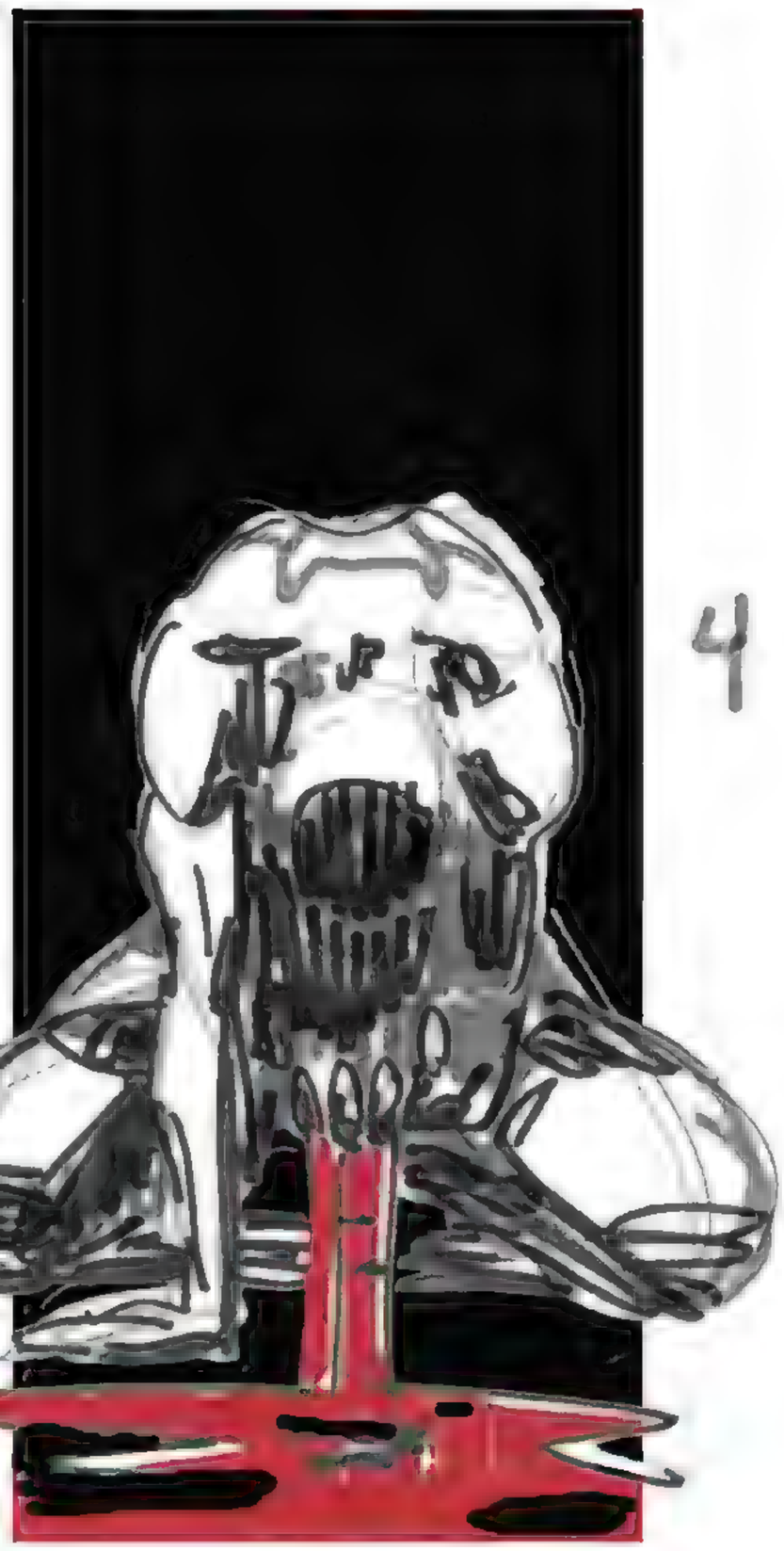
Amazing Spider-Man #540-543 **cover pencils by Ron Garney**

Amazing Spider-Man #542 **cover concepts by Ron Garney**

1

2

3



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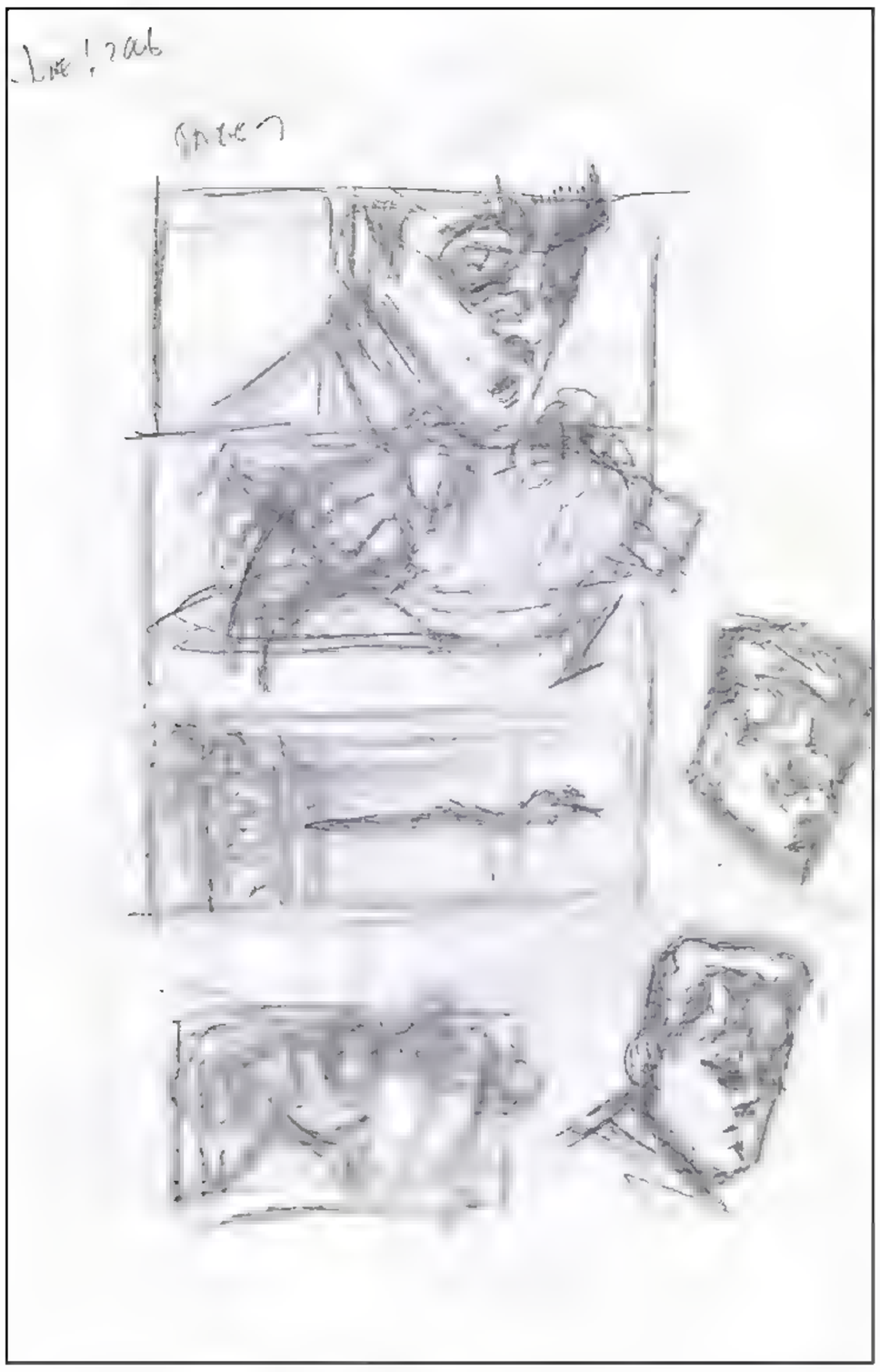
Amazing Spider-Man #543 **cover concepts by Ron Garney**

"One More Day" promotional art by Joe Quesada & Richard Isanove



Amazing Spider-Man #544, page 7 art process

Any given page of "Spider-Man: One More Day" changes hands a number of times. To start, Joe Quesada takes J. Michael Straczynski's script and creates a sketch. You see Joe's layout for page 7 here, as well as a few quick studies of Peter Parker's face and Iron Man in flight.

From the layout, Joe moves on to pencils.

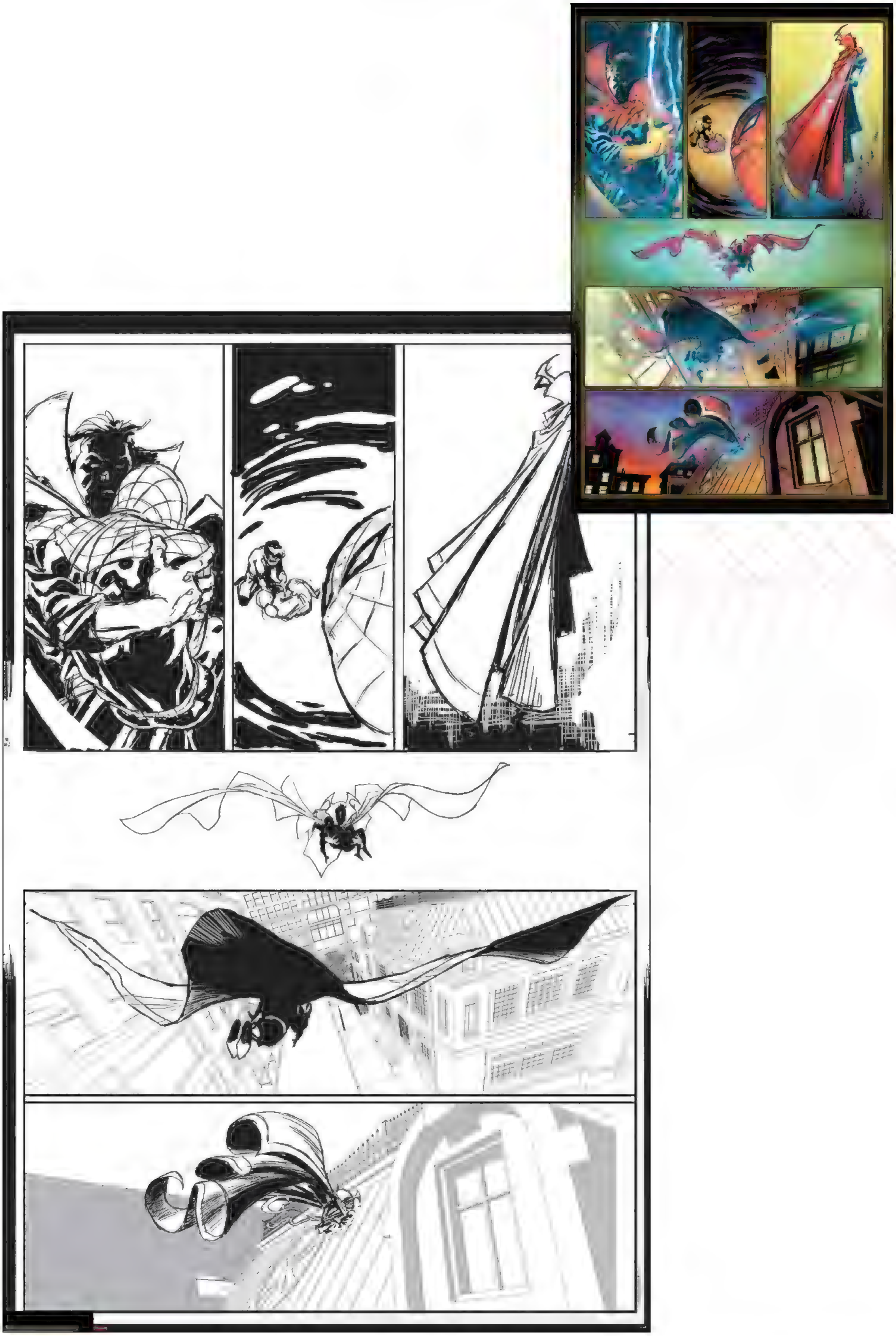
And the finished pencil page is sent to Danny Miki for inks.

Finally, the inked page is sent to Richard Isanove, our colorist. The final colored artwork is pictured here.

Using digital tools, Joe Quesada creates a layout for each page of "One More Day" before penciling it completely.

Here are a few examples of Joe's layouts for *Friendly Neighborhood Spider-Man #24,* as well as the finished art.

***Friendly Neighborhood Spider-Man #24*, page 15 layout by Joe Quesada; and finished art by Joe Quesada, Danny Miki & Richard Isanove**



***Friendly Neighborhood Spider-Man #24*, page 18 layout by Joe Quesada; and finished art by Joe Quesada, Danny Miki & Richard Isanove**

***Friendly Neighborhood Spider-Man #24*, page 19 layout by Joe Quesada; and finished art by Joe Quesada, Danny Miki & Richard Isanove**

Friendly Neighborhood Spider-Man #24, page 24 layout by Joe Quesada; and finished art by Joe Quesada, Danny Miki & Richard Isanove

Friendly Neighborhood Spider-Man #1 **classic costume variant by Mike Wieringo, Karl Kesel & Paul Mounts**

Marvel Knights Spider-Man #19 black costume variant by Mike Wieringo, Karl Kesel & Paul Mounts

Amazing Spider-Man #525 Ben Reilly variant by Mike Wieringo, Karl Kesel & Paul Mounts

Friendly Neighborhood Spider-Man #2 "Amazing Bag-Man" variant by Mike Wieringo, Karl Kesel & Paul Mounts

Marvel Knights Spider-Man #20 Scarlet Spider variant by Mike Wieringo, Karl Kesel & Paul Mounts

Amazing Spider-Man #526 six-armed variant by Mike Wieringo, Karl Kesel & Paul Mounts

Friendly Neighborhood Spider-Man #3 Captain Universe variant by Mike Wieringo, Karl Kesel & Paul Mounts

Marvel Knights Spider-Man #21 Spider-Armor variant by Mike Wieringo, Karl Kesel & Paul Mounts

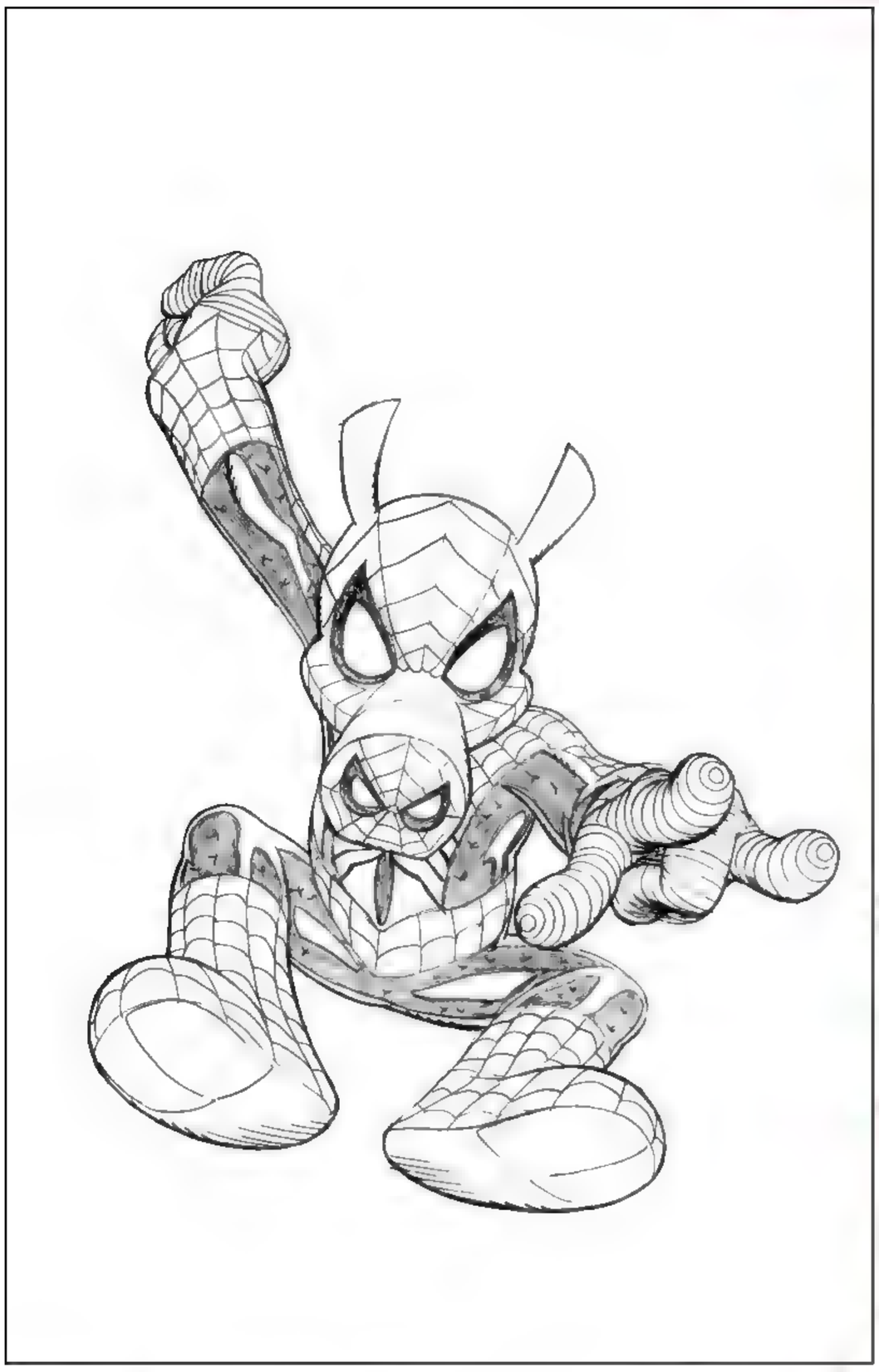
Amazing Spider-Man #527 **Spider-Man 2099 variant by Mike Wieringo, Karl Kesel & Paul Mounts**

Friendly Neighborhood Spider-Man #4 **wrestler variant by Mike Wieringo, Karl Kesel & Paul Mounts**

Marvel Knights Spider-Man #22 **Peter Parker variant by Mike Wieringo, Karl Kesel & Paul Mounts**

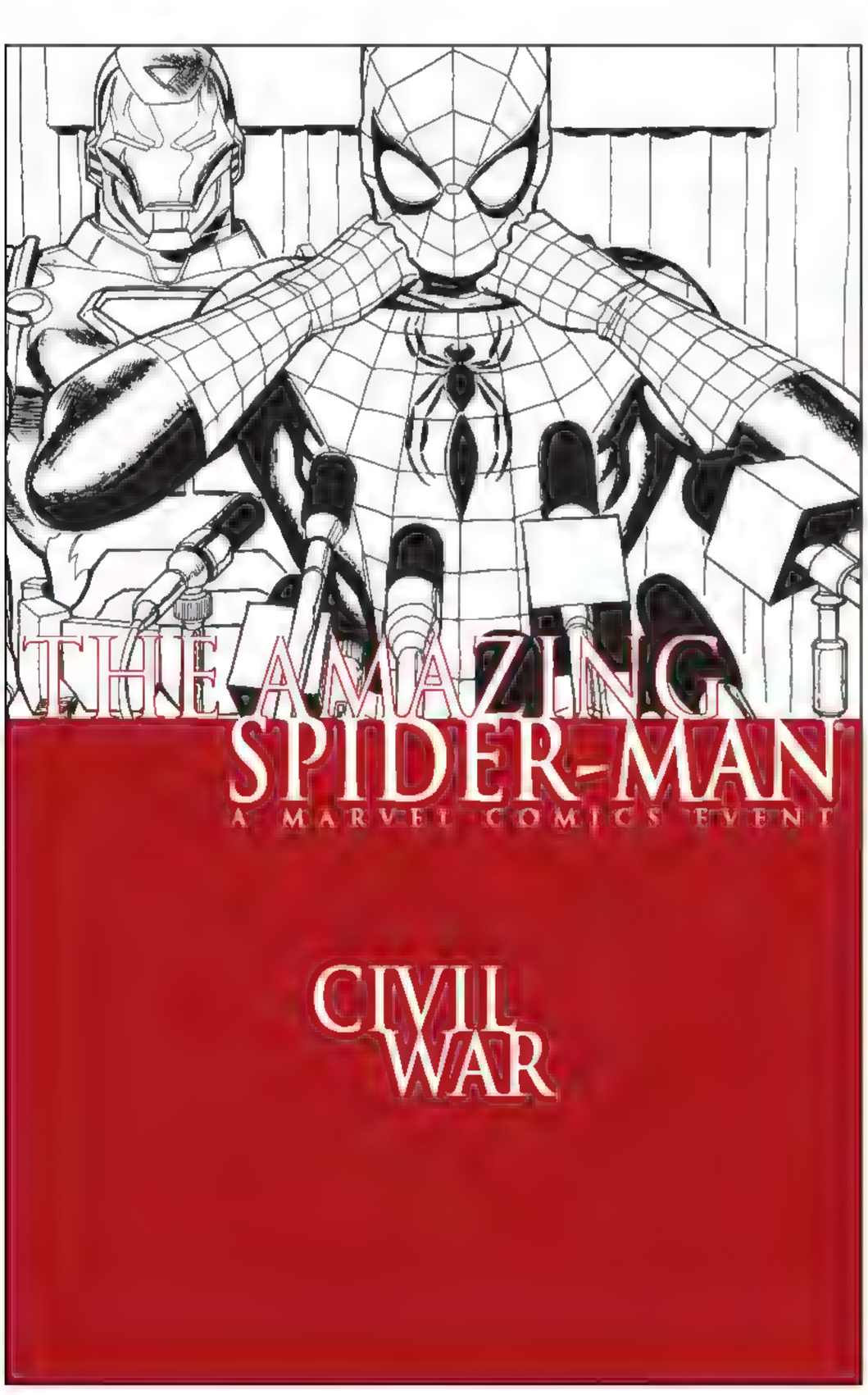
Amazing Spider-Man #528 Spider-Ham variant by Mike Wieringo, Karl Kesel & Paul Mounts

Amazing Spider-Man #529 3rd-printing "Iron Spider" variant by Mike Wieringo, Karl Kesel & Paul Mounts



Amazing Spider-Man #528
Spider-Ham sketch variant by Mike Wieringo

Amazing Spider-Man #532 2nd-printing variant,
featuring a collage of art from issues #532-533.
Art by Ron Garney, Bill Reinhold & Matt Milla

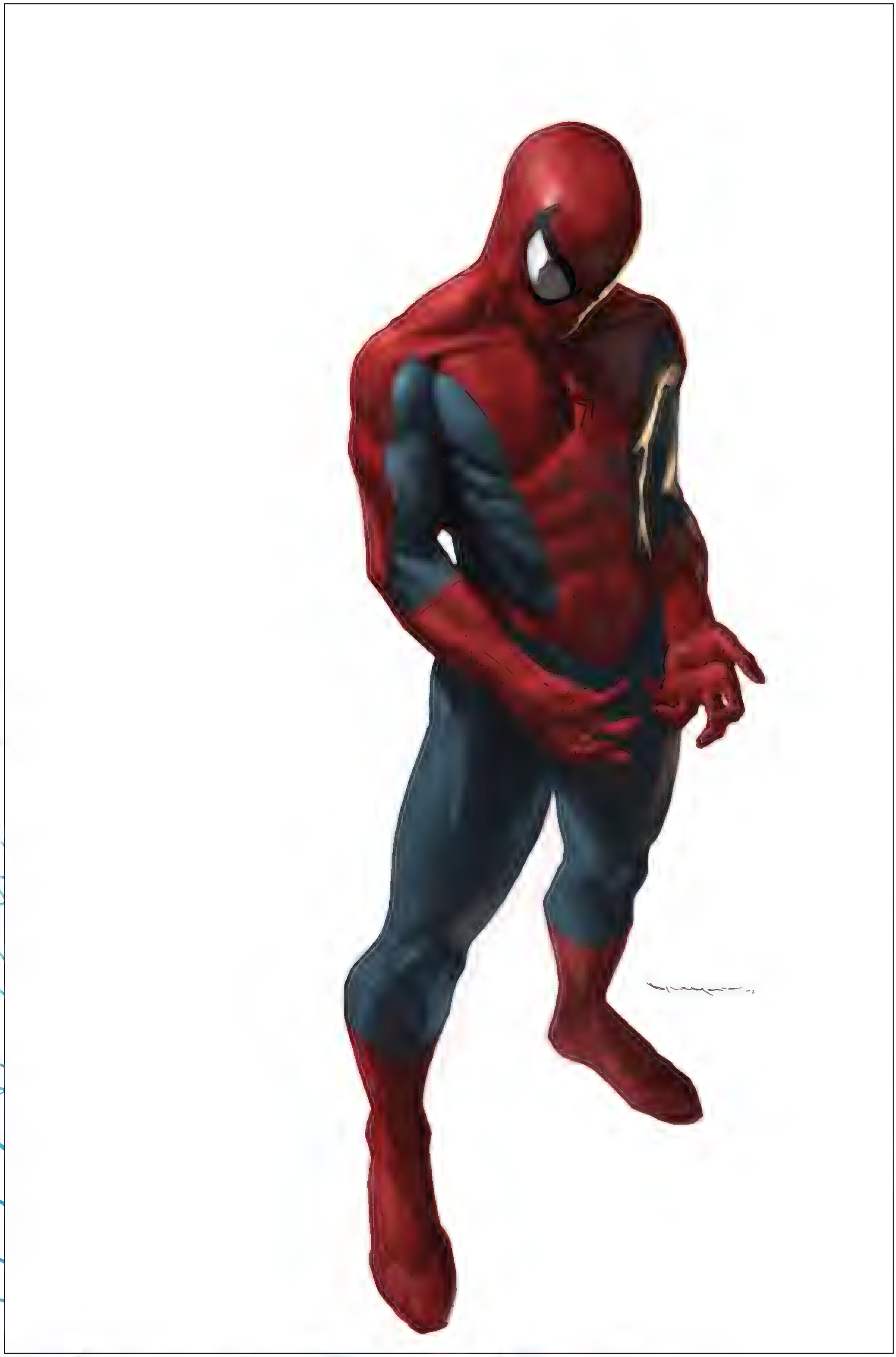


Amazing Spider-Man #533 B&W variant by Ron Garney

Amazing Spider-Man #537 2nd-printing variant,
featuring altered art from that issue's final page.
Art by Ron Garney, Bill Reinhold & Matt Milla

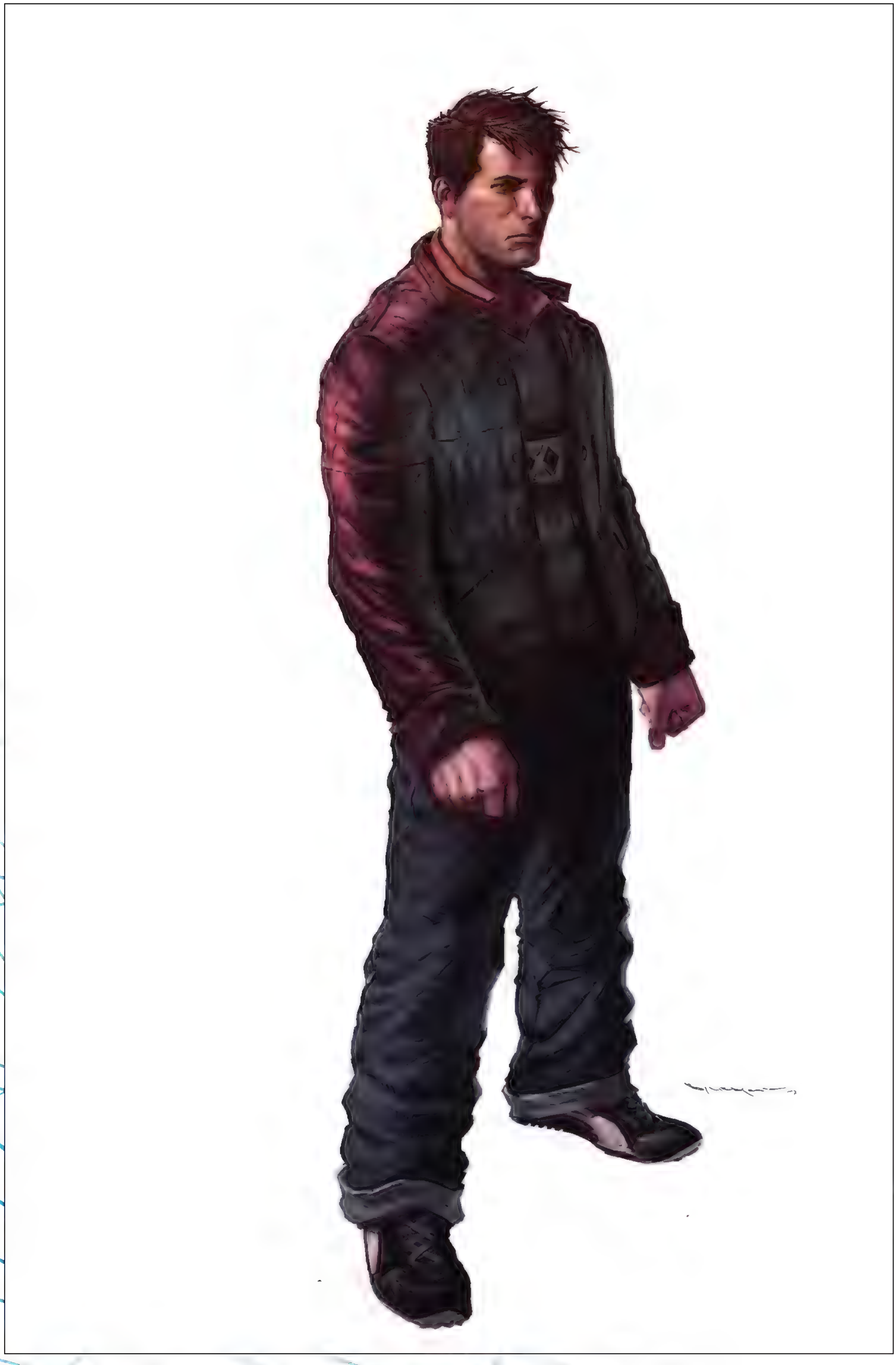
Amazing Spider-Man #538 variant by Clayton Crain

Amazing Spider-Man #539 **variant by Leinil Francis Yu & Dave McCaig**



Amazing Spider-Man #544 variant by Marko Djurdjevic

Friendly Neighborhood Spider-Man #24 **variant by Marko Djurdjevic**



***Sensational Spider-Man #41* variant by Marko Djurdjevic**

Amazing Spider-Man #545 **variant by Marko Djurdjevic**

SPIDER-MAN:
THE OTHER
EVOLVE
OR DIE

SKETCHBOOK

PENCILS FOR UNUSED
FRIENDLY NEIGHBORHOOD SPIDER-MAN COVER

SPIDER-MAN: THE OTHER | EVOLVE OR DIE

FEATURING THE ARTWORK OF MIKE WIERINGO, MIKE DEODATO JR. & PAT LEE

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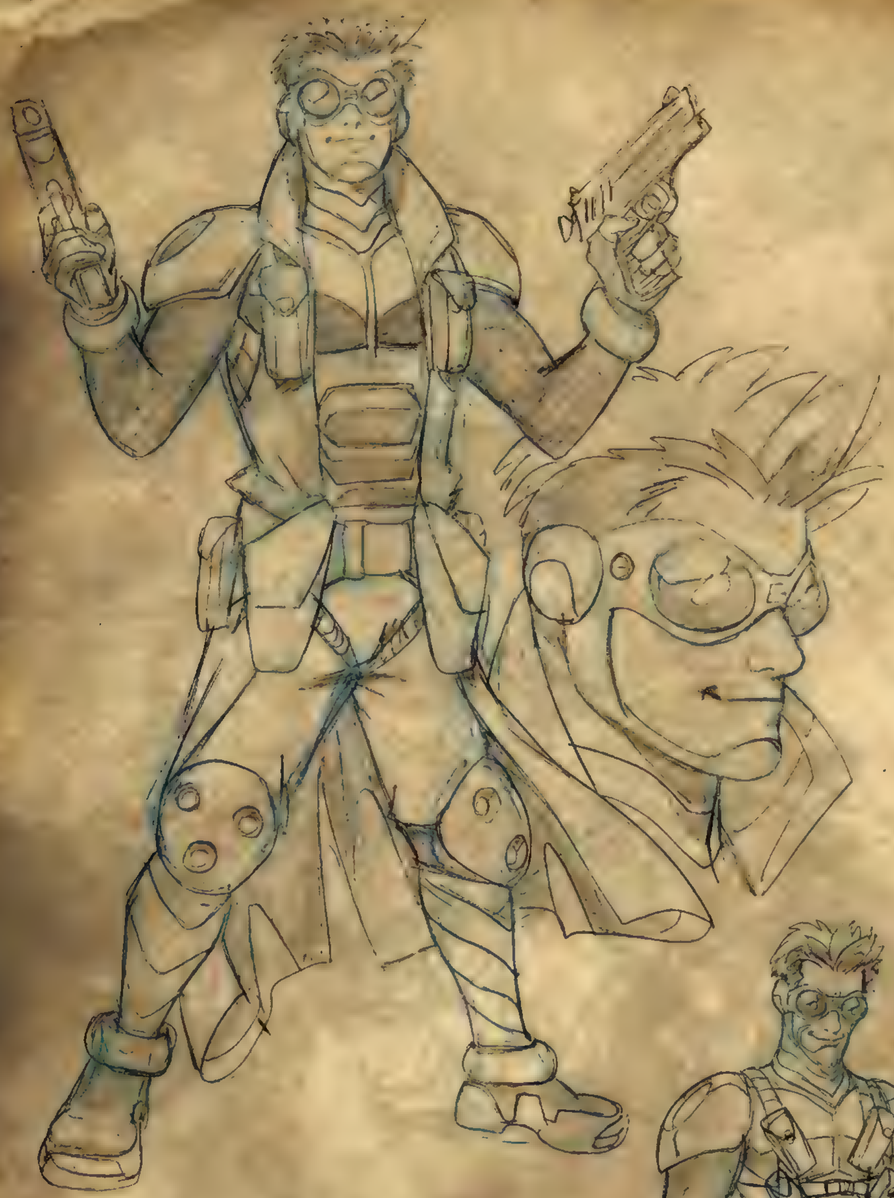
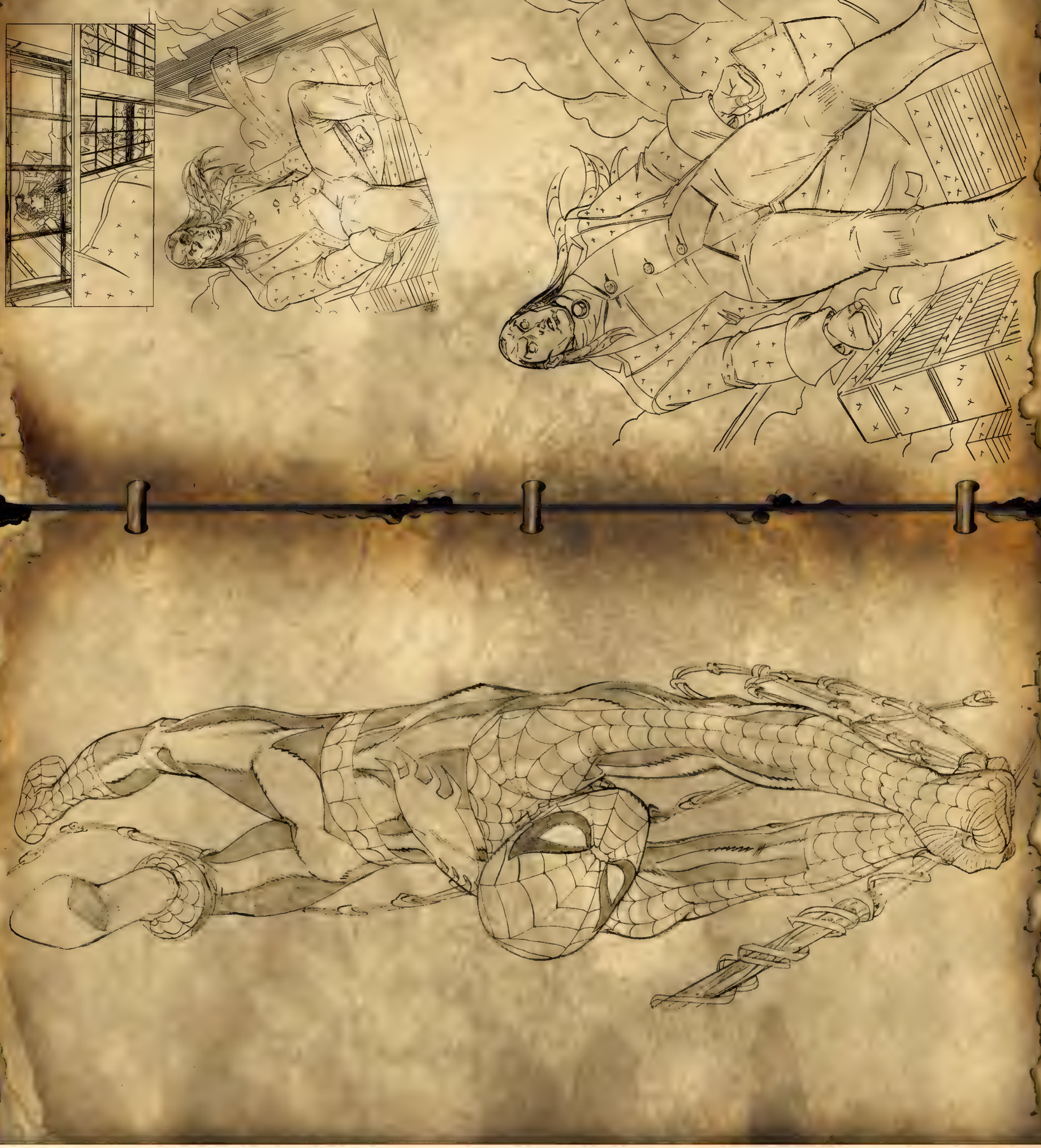
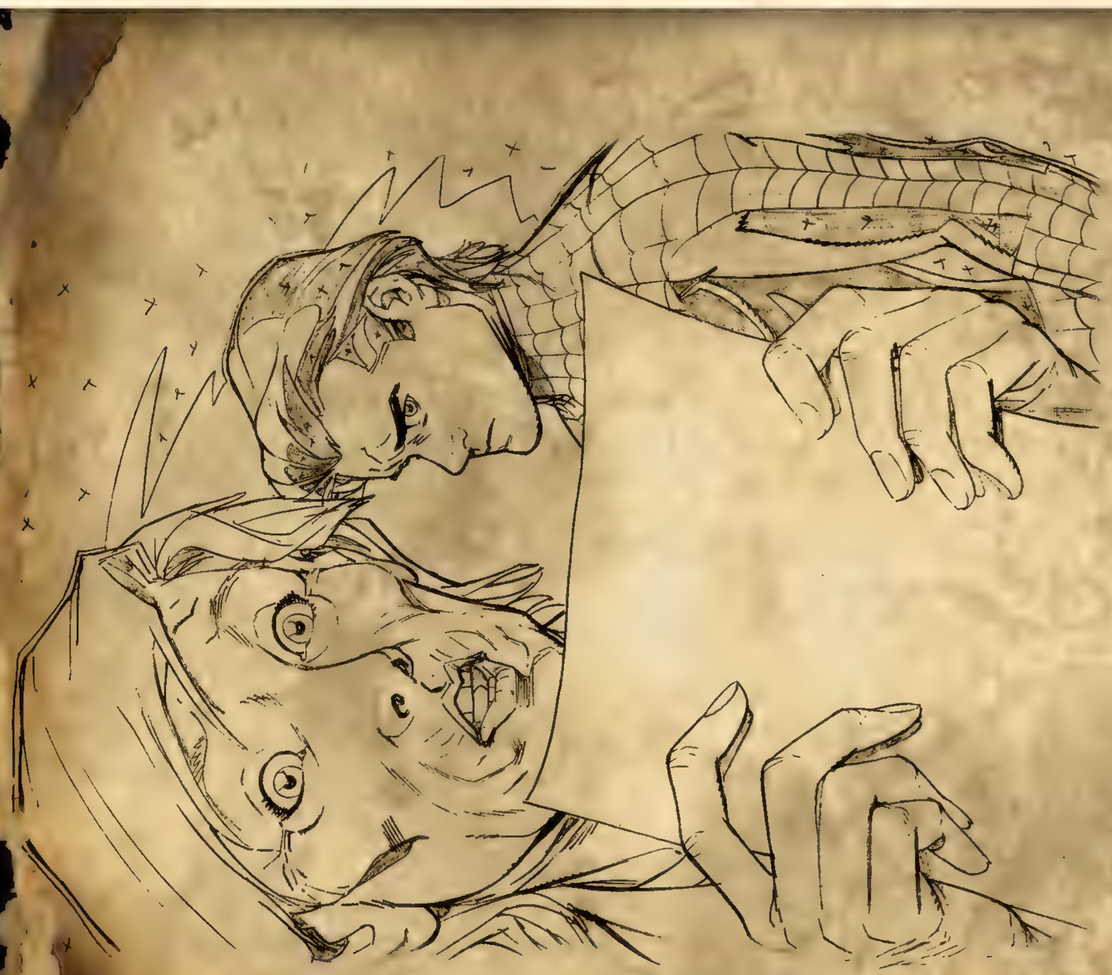
Mike Wieringo

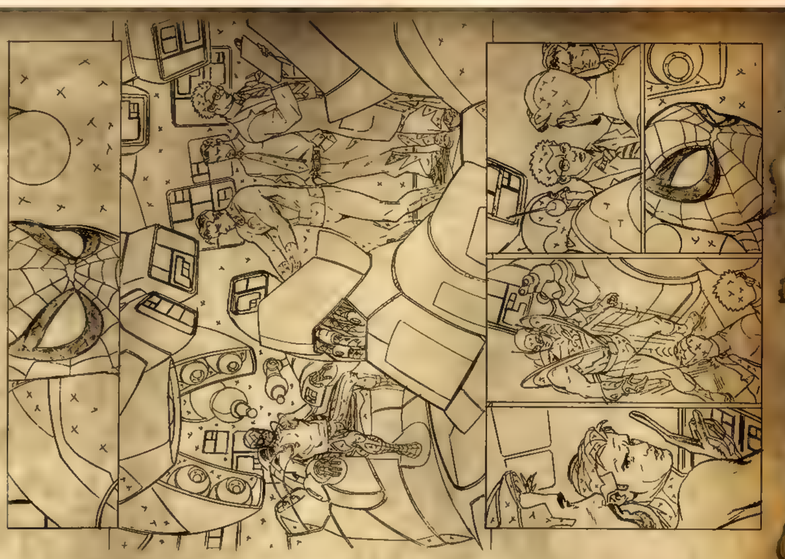
TRACER

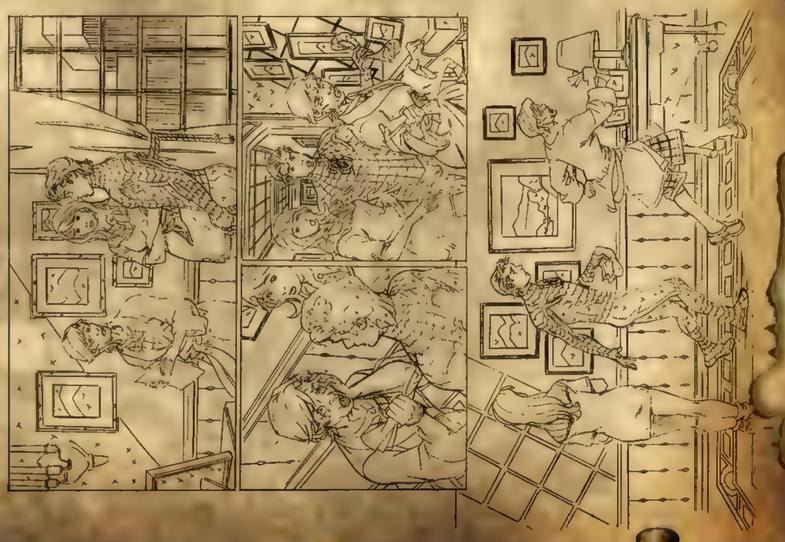


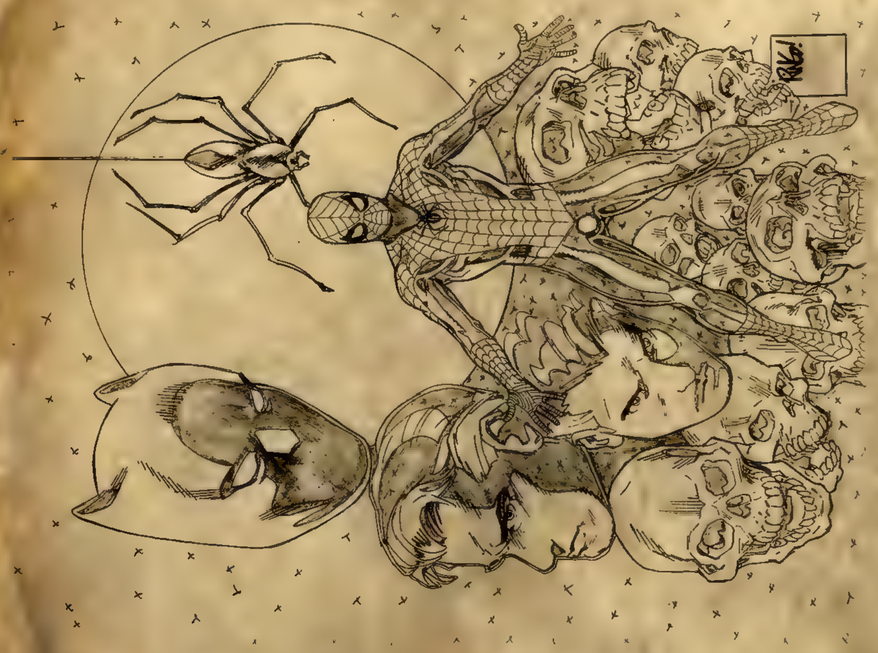


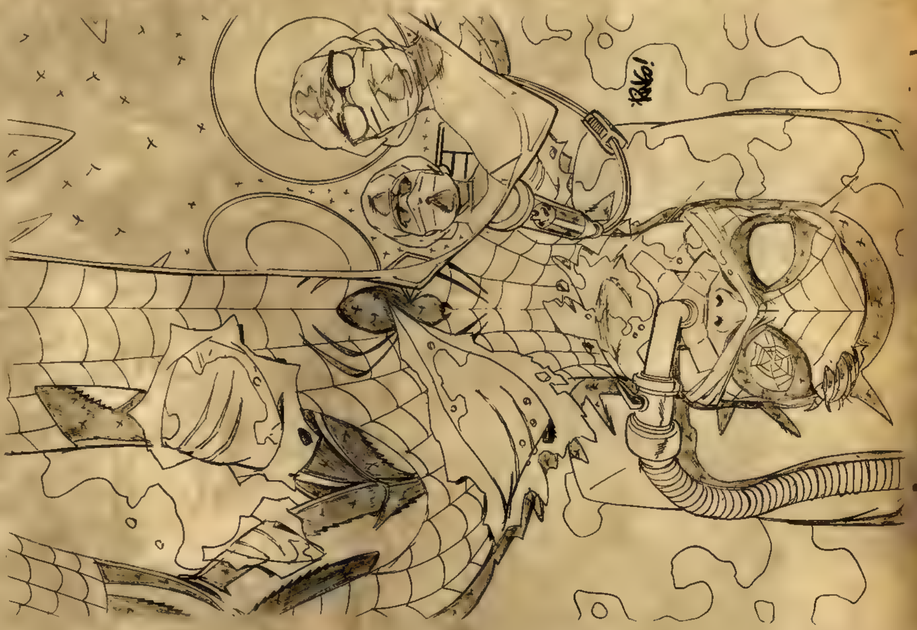
Friendly Neighborhood Spider-Man Issue 2 Pages 1, 2 & 4 Pencils





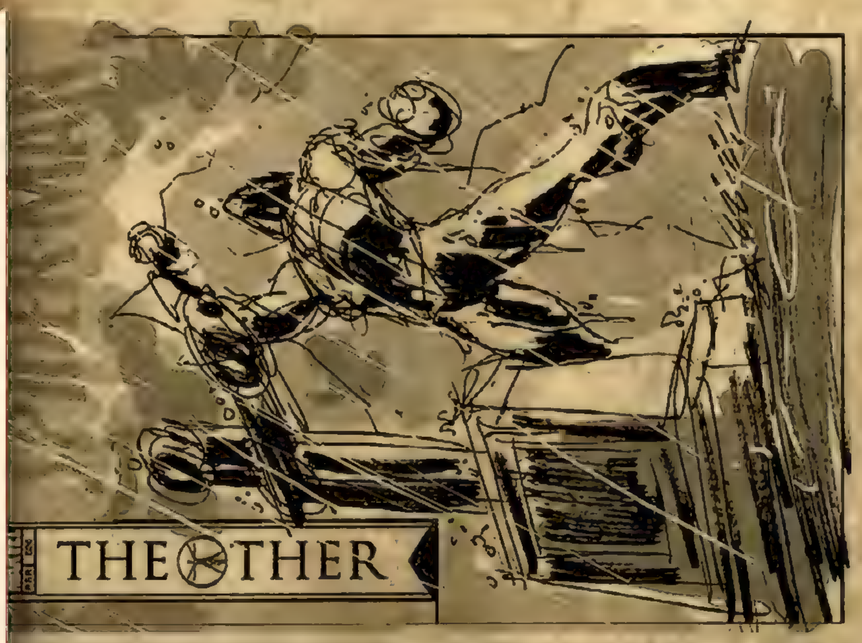


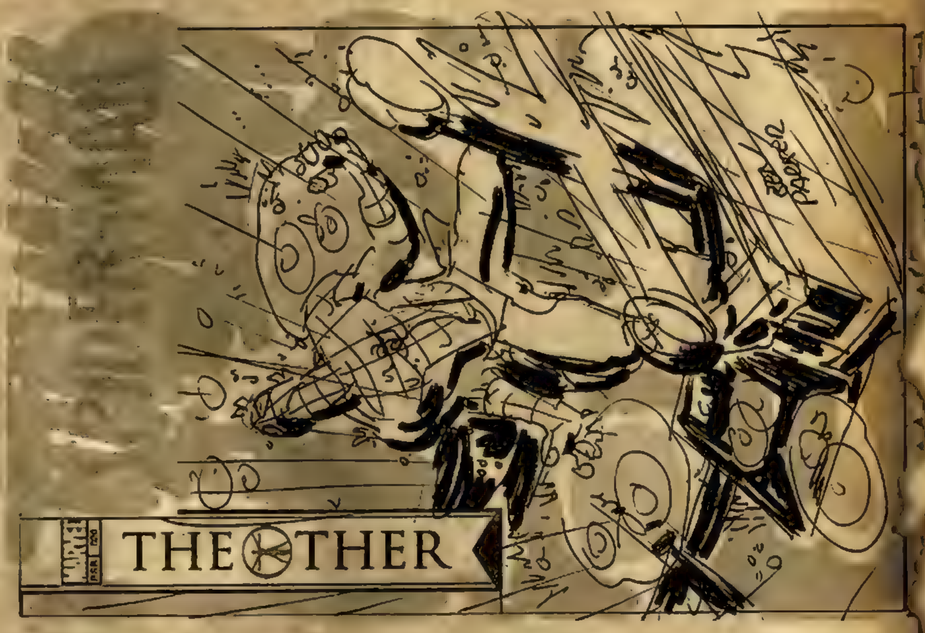




Friendly Neighborhood Spider-Man Issue 2 & 3 Cover Pencils

Amazing Spider-Man Issue 525 Page 1 Pencils

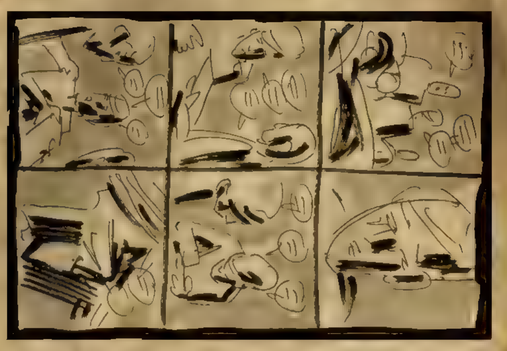


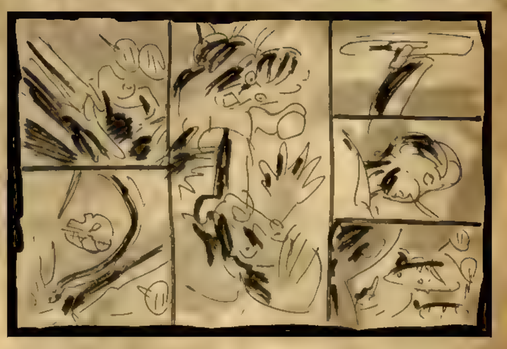


Mike Deodato Jr.

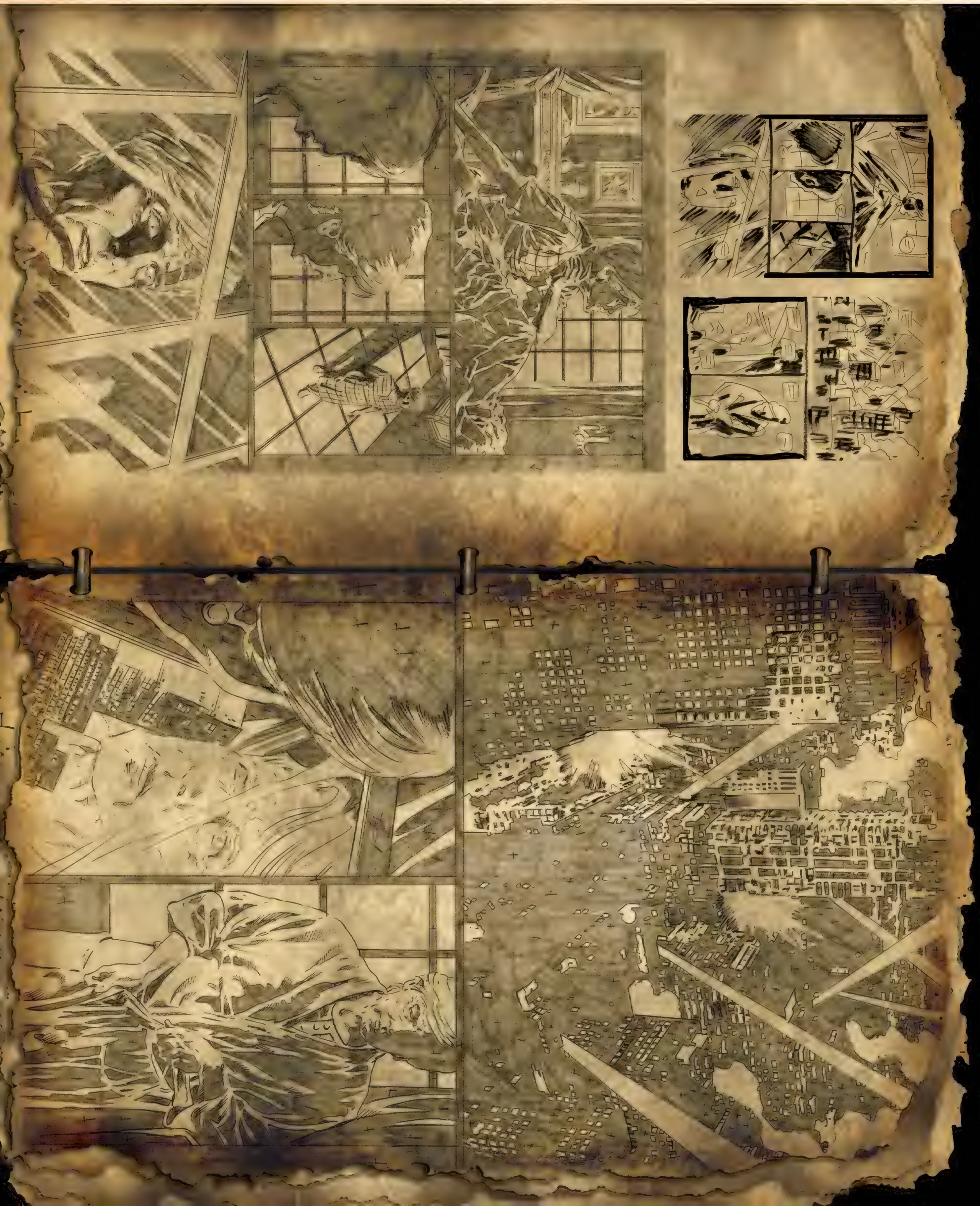
Amazing Spider-Man Issue 525 Cover Thumbnails

Pages 2 & 3 Thumbnails & Pencils





Pages 4 & 5 Thumbnails & Pencils



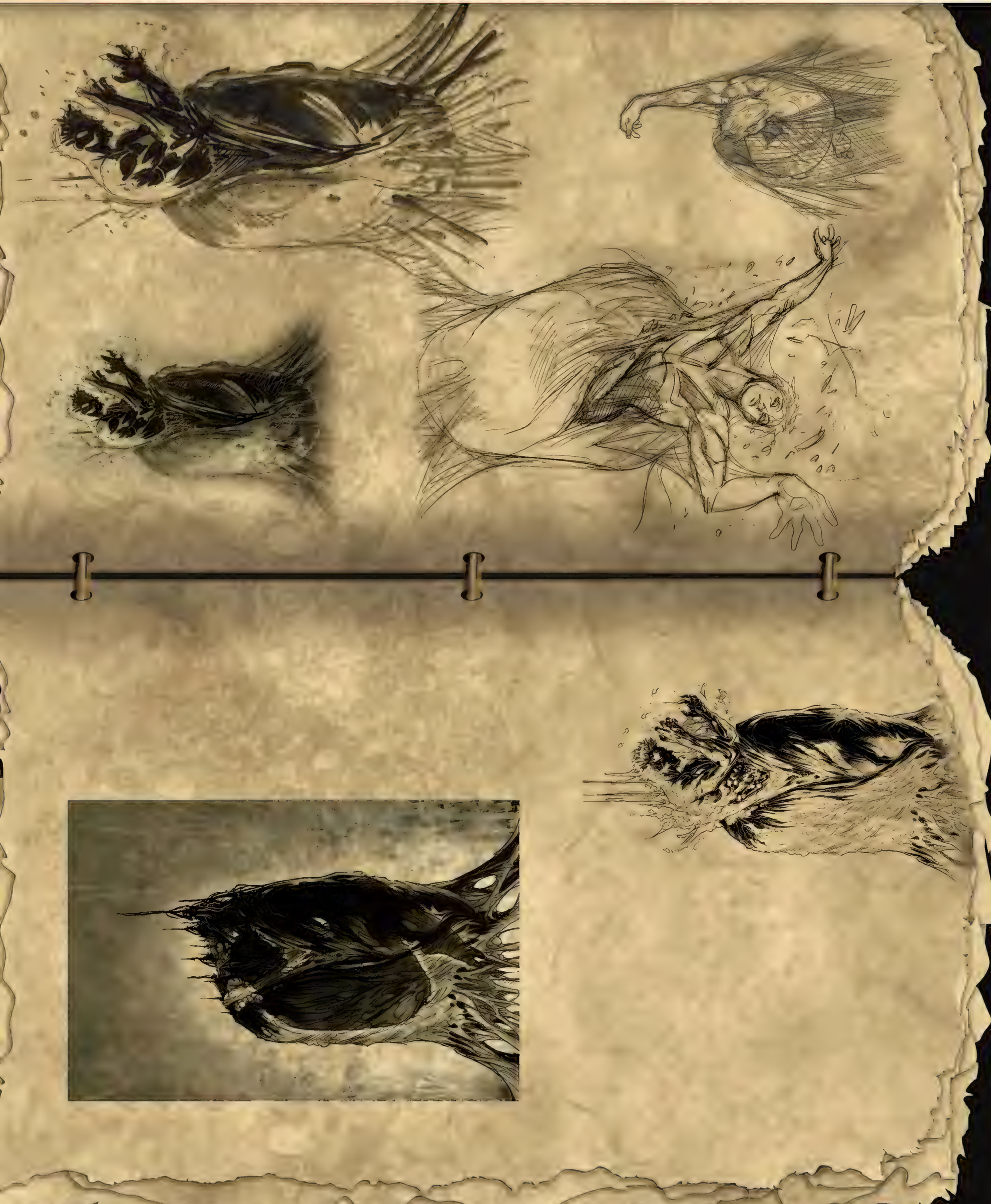
Amazing Spider-Man Issue 526 Cover Thumbnails & Inks

Pat Lee

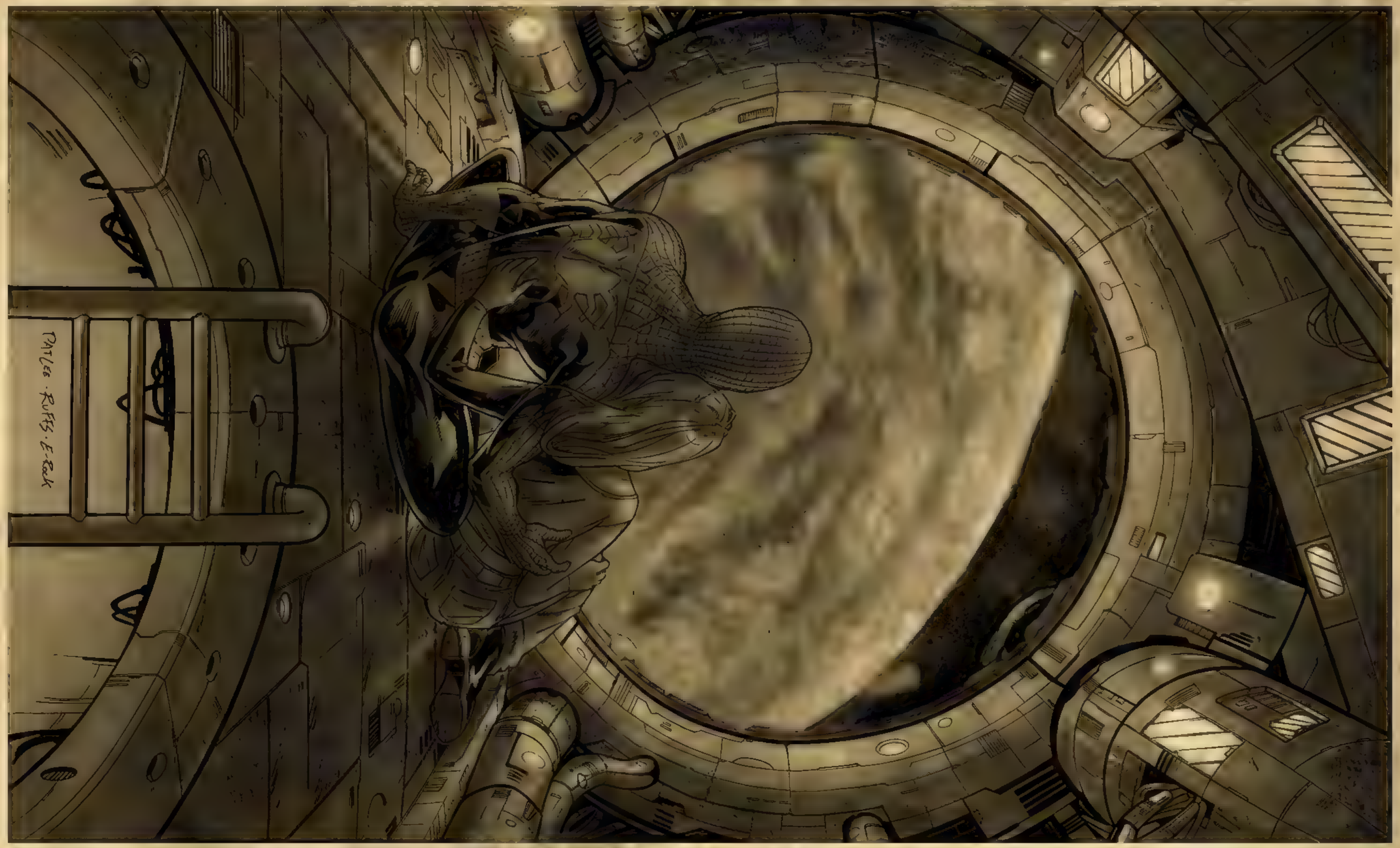
Marvel Knights Spider-Man Issue 19 Cover Layouts, Pencils & Inks

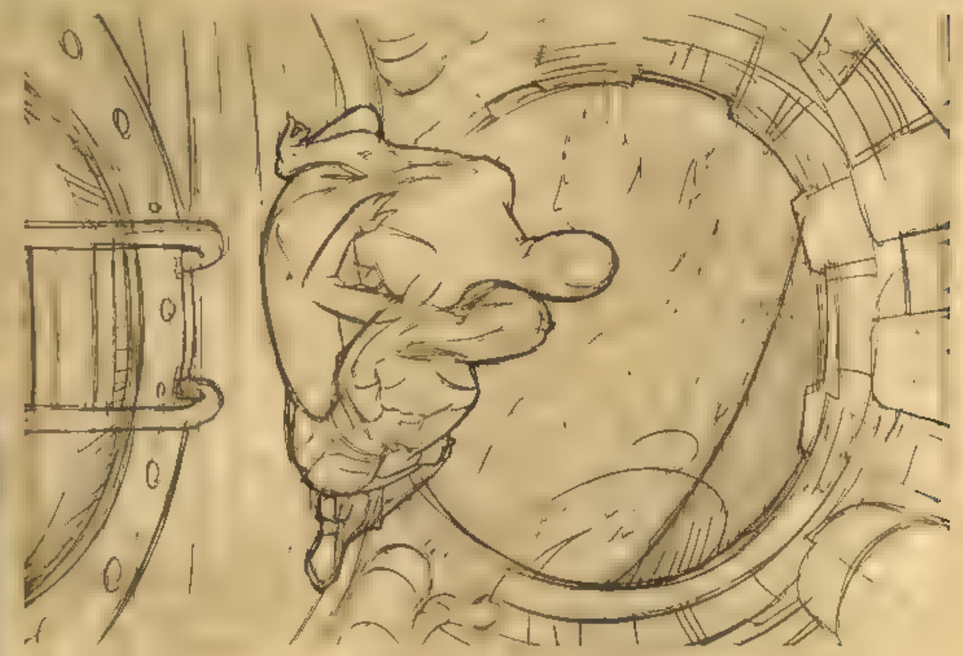
Marvel Knights Spider-Man Issue 19 Pages 5 & 6 Pencils & Inks

Marvel Knights Spider-Man Issue 21 Cover Layouts, Pencils & Inks



Marvel Knights Spider-Man Issue 20 Cover Layout & Inks

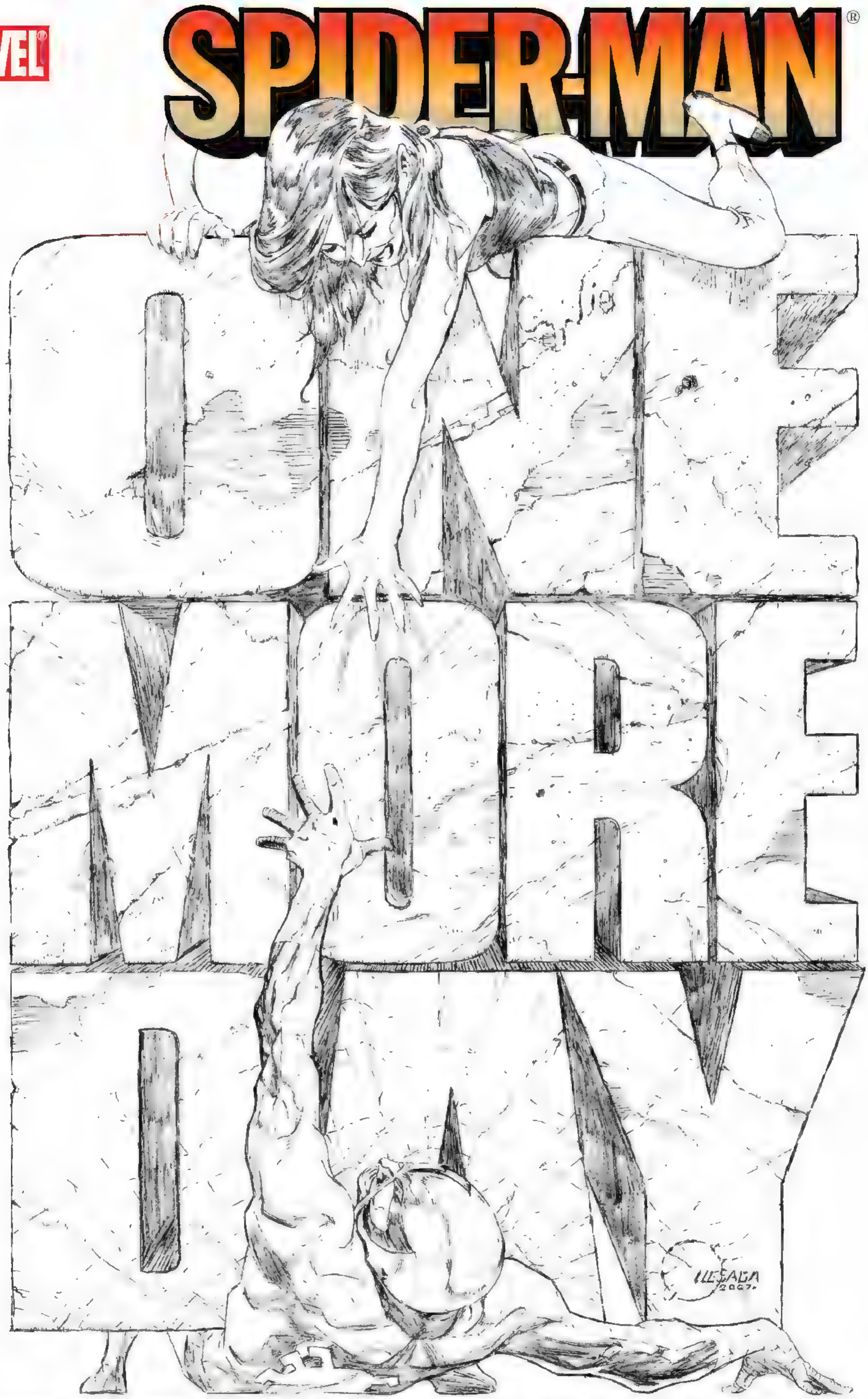




GO BEHIND THE SCENES OF THIS MONTH'S SPIDER-MAN MEGA-EVENT WITH COVER SKETCHES, CHARACTER DESIGNS, CONCEPTUAL ARTWORK, PENCILED PAGES AND MORE BY MIKE WIERINGO, MIKE DEODATO JR. AND PAT LEE!

MARVEL

SPIDER-MAN®



SKETCHBOOK

SPIDER-MAN: ONE MORE DAY SKETCHBOOK

Featuring the art of:
Joe Quesada

Commentary by:
Axel Alonso

Writer:
Arune Singh
Sketchbook Editor:
Michael Short
Senior Editor, Special Projects:
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AMAZING SPIDER-MAN #544
COVER PENCILS AND INKS

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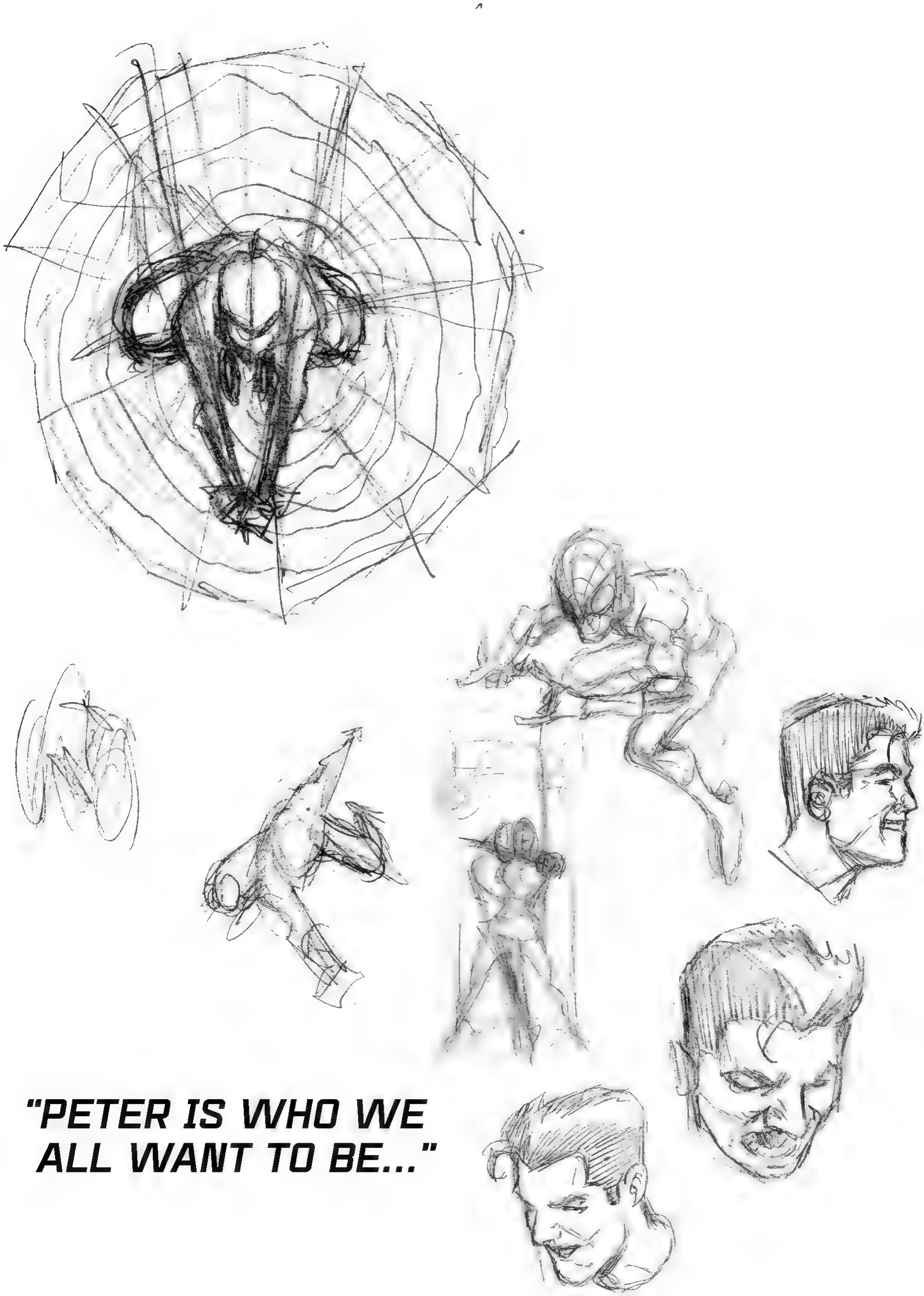


"PETER IS WHO WE ALL WANT TO BE..."

Spider-Man may just be the most popular super hero around. But what makes his character so resonant and enduring with readers of all ages for so many decades? Simple. He's easy to relate to, and easy to root for. He doesn't have a mansion, a secret hide-out, a butler or a sidekick — he's just a guy who'll never grow too old to crash on his Aunt's couch. Peter is what we all want to be — an average Joe who's always striving to be exceptional.

A little more than six years ago, I made the leap to Marvel with a mandate from the publisher and my fate more or less in Joe Straczynski's hands. This story isn't a bad way to ride my time on Spider-Man off into the sunset. "One More Day" is a story that has been in the works for about 5 years. It started as a question posed by Joe Quesada. A question that Joe Straczynski answered, setting up numerous arguments and conversations that spanned countless lunches, editorial meetings, and retreats. We all care so much about telling this Spider-Man story right. We didn't leap into this, we took it very seriously.

Mary Jane is one of the most prominent female characters in comics. Her arc in this story will allow longtime readers to see a new side of her. Mary Jane may have started out as the fun-loving girl next door, but she's really grown into a character of nuance and depth.

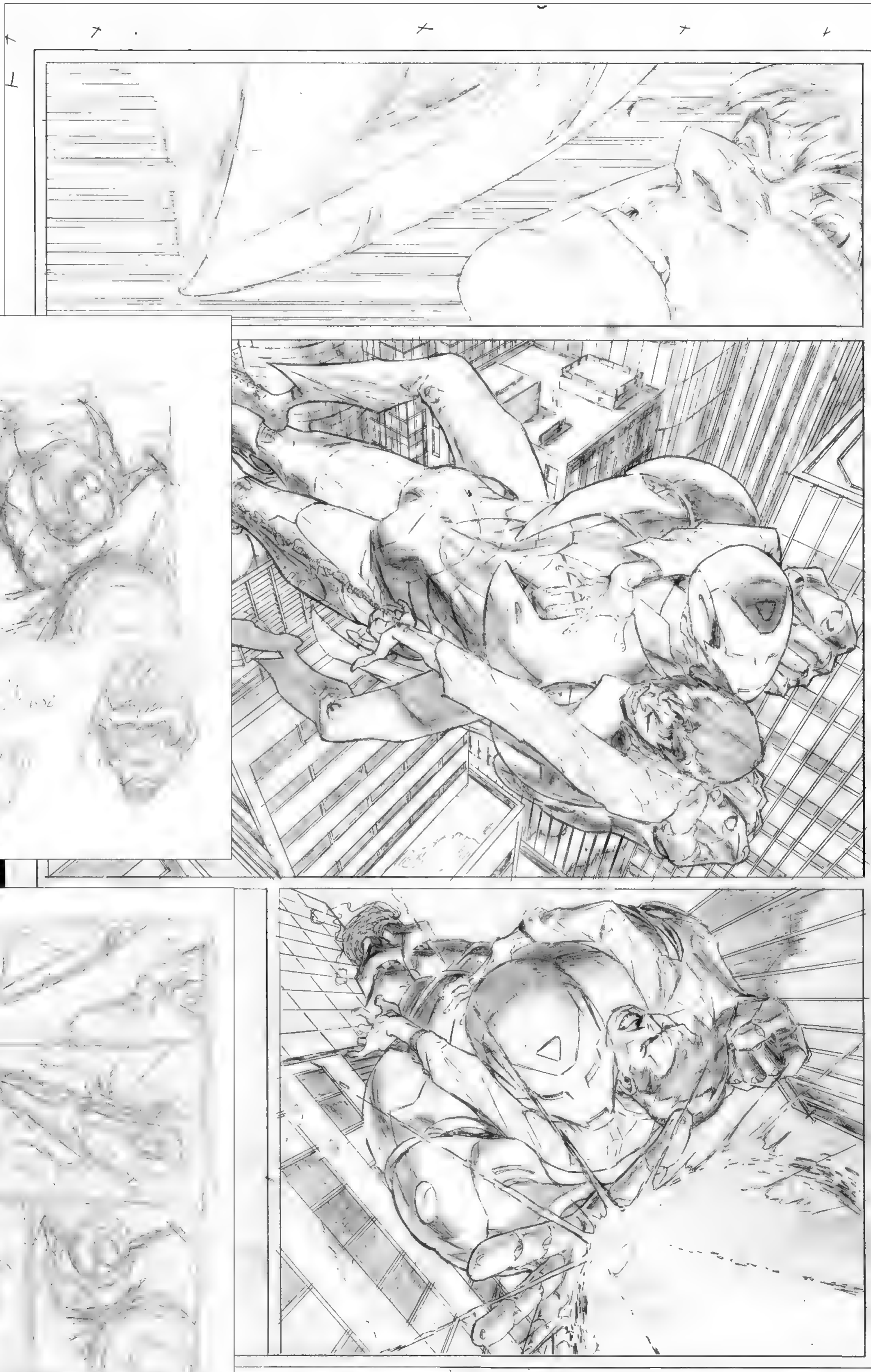
"One More Day" is the ultimate test of MJ's love for Peter, and Peter's love for her. They have never been tested like this. Never.

The last few years have seen Peter Parker swept up in the events of the Marvel Universe. From moving to Avengers Tower, to revealing his identity to the world, to donning the black costume on a mission of revenge for the shooting of Aunt May, Peter has undergone a series of significant changes that are, of course, what readers least expected from their hero. "One More Day" finds Peter at his blackest hour, facing a threat that isn't fazed by wisecracks, that doesn't go down in a flurry of punches – a threat to the very foundation of his life.

"'ONE MORE DAY' FINDS PETER AT HIS BLACKEST HOUR"

Each character is fascinating for the obvious reasons, but Peter, MJ and Aunt May also have a 40-year-and-counting continuity history, which is to say they've been put through a lot. The relationships that have been forged in the crucible of that experience are, I think, like nothing else out there — in comics or elsewhere.

Here's art from the thrilling fight scene from *Amazing Spider-Man #544*, from sketches to pencils to inks. Peter's relationship with Tony Stark/Iron Man is very complicated, and it comes to a head in this very scene.



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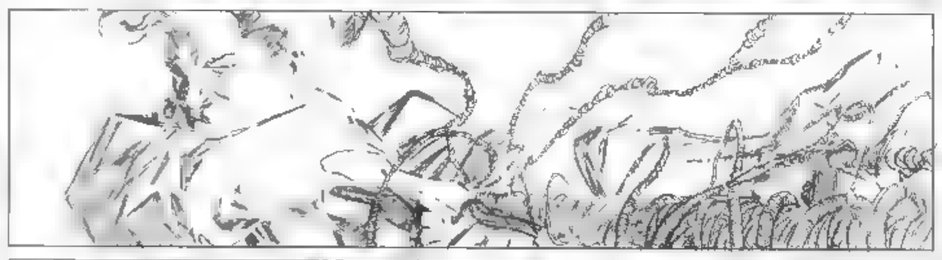
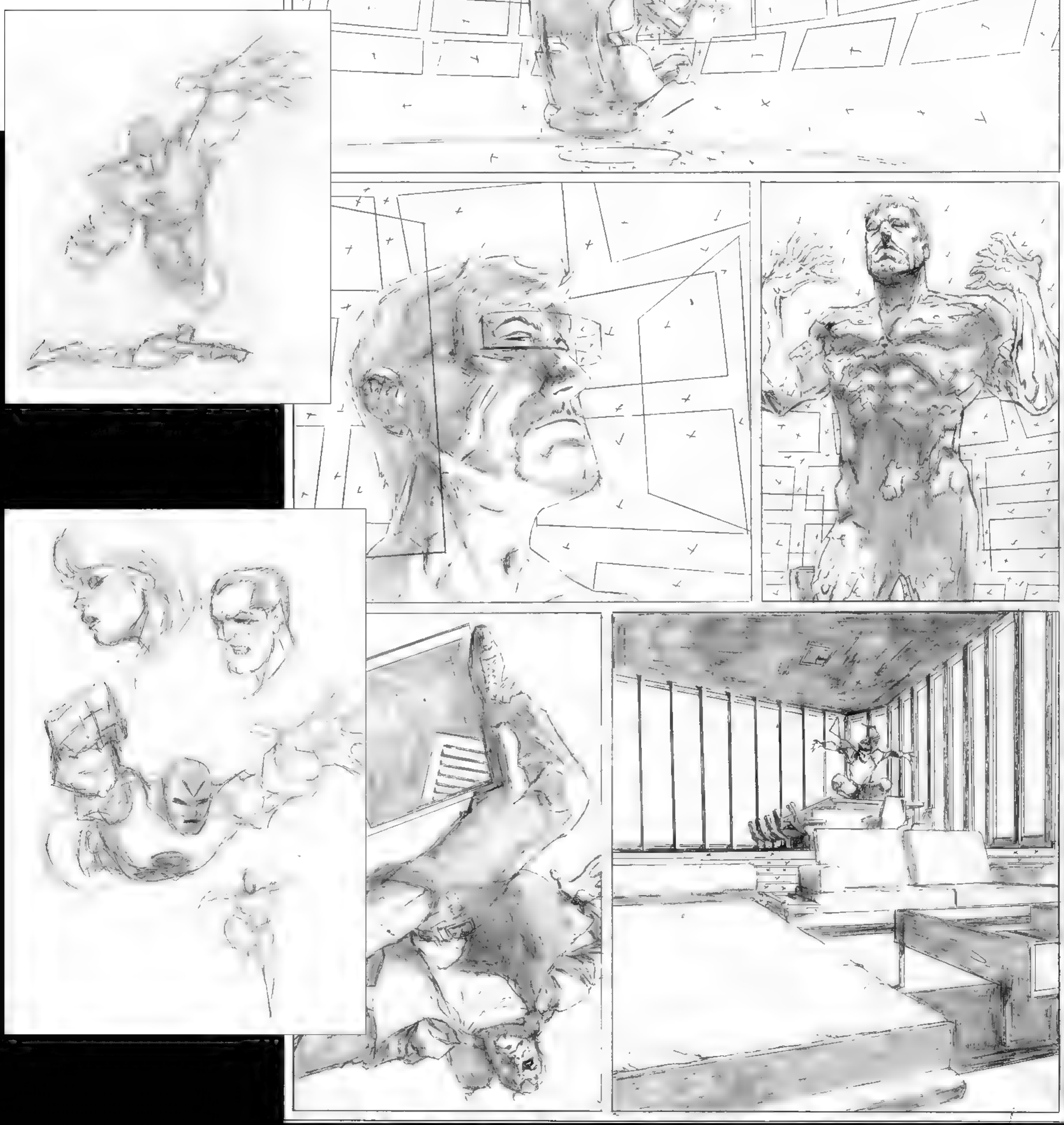
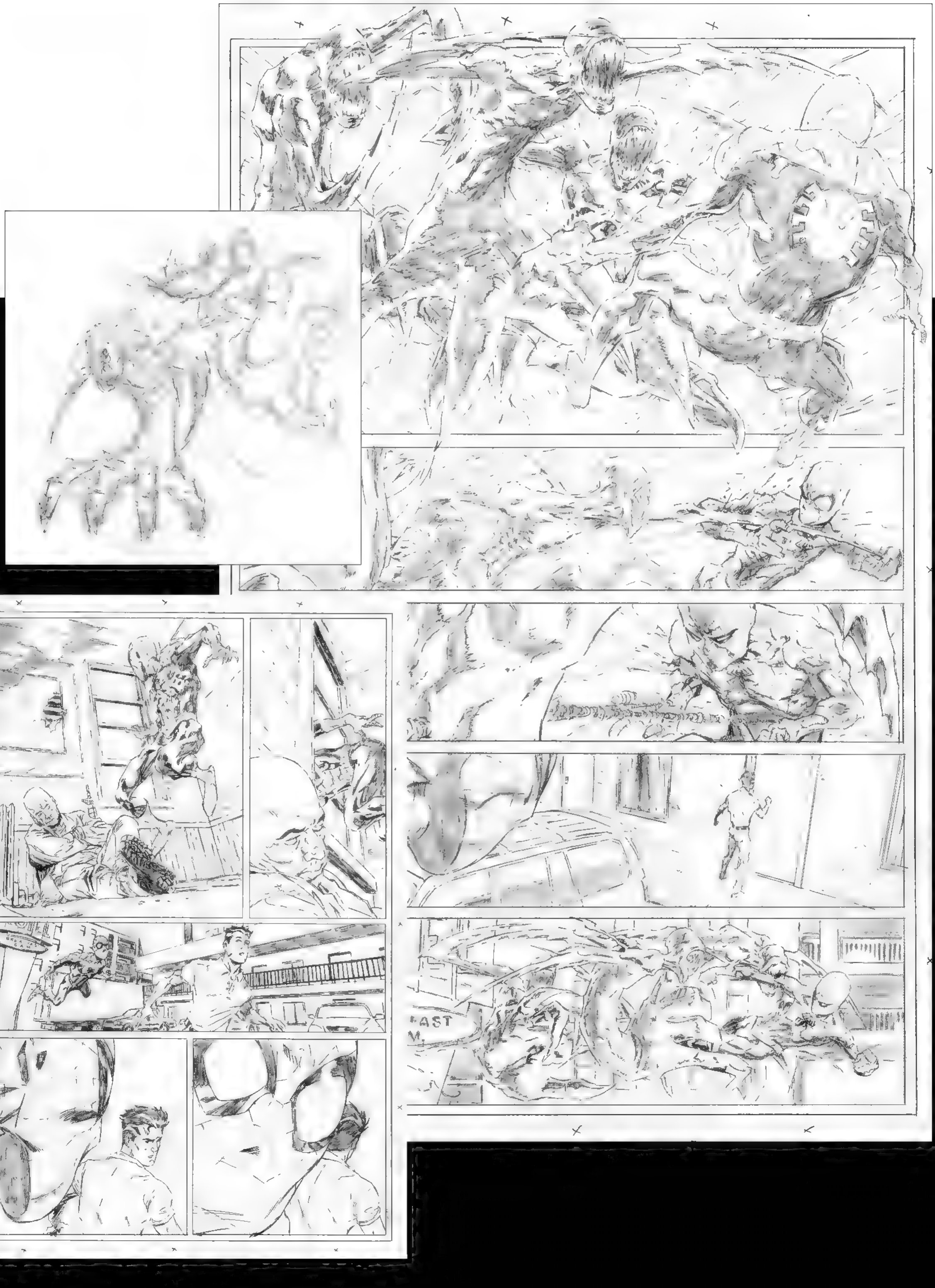


PAGE 12

Tony Stark and Peter Parker's relationship is very complicated. Former friends and allies, they have found themselves on opposite sides of the battle-lines in the post-Civil War cultural/political landscape – terrain over which Tony now presides. Tony still feels the sting of Peter's betrayal, and vice versa. In that sense, their fight is very, very personal.



In his very first arc Straczynski posed the question of how much influence mysticism and magic held in Spider-Man's story. It's only fitting, then that magic plays an important role in his closing story. These pencils are from *Friendly Neighborhood Spider-Man #24*.



The story begins in Amazing Spider-Man #544

Article from *Marvel Spotlight: Spider-Man*

J. MICHAEL STRACZYNSKI, ROBERTO AGUIRRE-SACASA AND PETER DAVID JOIN MARVEL SPOTLIGHT TO TALK ABOUT SPIDER-MAN, BACK IN BLACK AND WRITING THE LIFE OF PETER PARKER!

BACK in BLACK:

A SPIDEY-WRITER'S ROUNDTABLE

The coming of *Spider-Man 3* has the phenomenon of the Spider-Man movies poised to reach another crescendo of public acclaim, a phenomenon certainly augmented by Spider-Man's unmasking in *Civil War #2*, a moment that sent ripples through all of mass media. It's a high profile that's about to get even higher: early reports of the *Back in Black* event has all three mainline Spider-Man titles selling through their initial orders in record speed, and fans are ready to relive the days when Spidey went black! Only thing is, does "black" stand for the costume or the dark days ahead for Peter Parker?

The writers of the three mainline titles in the thick of Back in Black – J. Michael Straczynski, Roberto Aguirre-Sacasa, and Peter David – are all tasked with bringing the black back into style, and they sat with Spotlight for a roundtable interview on the past, current and future of the *Amazing*, *Sensational* and *Friendly Neighborhood Spider-Man*!

SPOTLIGHT: Before digging into *Back in Black*, let's take a look back at your respective titles. Certainly, life for Spider-Man has been influenced by the events of the event storylines that have worked their way through the Spider-Titles (*The Other*, *Civil War*, and now *Back in Black*), but what has been the identity of your title that has distinguished it from the other two mainline

Spidey books?

ROBERTO: You know, I don't really think of the Spider-books as having different "identities," except - of course - that *Amazing* is the mother-book. Mostly, I think that *Sensational* and *Friendly Neighborhood* have different personalities; that is, mine and Peter David's, and the personalities of the artists we work with. If someone put a gun to my head and I had to categorize the books, I would say that *Sensational* is maybe slightly darker, slightly more horror-driven, slightly more internal, slightly more off-beat than the other two books. (I mean, any time you bring back the villains Stegron, Will-o'-the-Wisp, and Swarm, you're venturing into off-beat territory…)

SENSATIONAL SPIDER-ART: Moody cover art by Sensational's Angel Medina.

Also, I think we are all writing the Spider-Man/Men we grew up reading, to some extent. In my case, I was reading comics when Todd McFarlane was drawing (and then, later, writing) Spidey, so that comes out, I think - in ways conscious and unconscious. For instance, *Feral*, my first storyline, was definitely a nod to *Torment*, Todd's first arc as writer-artist. Writing for an artist like, say, Angel Medina also definitely informs the personality of the book.

PETER: I've tried to aim for a sense of fun, and stories that heavily incorporate Spidey's famed supporting cast of Flash Thompson, Betty Brant, et al.

SPOTLIGHT: Peter, one of the main traits of *FNSM* has been its freewheeling sense of humor, both in the writing and the tone of the art. How tough is it as a writer to establish that sunny tone when the outlying facts of Peter Parker's life (particularly as seen in other titles/events) might be in a pretty dark and ugly state?

PETER: Not very tough. It is the natural state of people to respond to situations, no matter how dire, with humor. If we can make jokes about Iraq, bombs, global warming and personal tragedies, *FNSM* can certainly see the lighter side of guys in tights whomping on each other.

SPOTLIGHT: JMS, You've been writing *Amazing Spider-Man* for six years now, and as the mainline Spider-Man title it has set the pace for all the other titles that have flowed in and around it. What kind of stamp - beyond using it as a vehicle to provide entertainment - have you tried to put on the main title?

JMS: The problem with the question is that it leads to self-indulgency in the answer, because in the end it's not me, it's Peter Parker, it's the character who counts. So to that end, if there's anything that I've done of merit, it's been in making sure the focus went back on Peter. When I first came on board, my mission statement was to trim back some of the undergrowth that had come to dominate the book in terms of the huge number of supporting characters, to the point that Spidey had almost become a supporting character in his own book.

> "This will take Peter to a darker place than he has ever been in before, and exact a terrible price…should he choose to pay it."
>
> – writer J. Michael Straczynski on Back In Black

Another area I really tried to stress was that Peter is capable of seeing twelve sides to any two-sided argument; it's one of the drawbacks and the strengths of being uber-smart. This is especially true when he's trying to parse the distinction between what *seems* right, and what *is* right, especially during the *Civil War* arc. He's not just a smart guy, he's a thoughtful guy.

I also wanted to do everything I could to make his relationship with MJ seem natural, and unforced, and genuine…that these are two people who genuinely love each other. It's very easy to write a couple as bickering and jealous and sniping, which is how they had been written a lot before I came on board. I wanted to amend that.

Finally, I wanted to make May more than just a cipher, someone who spent her time baking and fainting, and not always in that order. My theory was that Peter got his powers from the spider, but (he got) his strength, his inner core, from May. That he could tell her who he was and find that she accepted him showed that those who love us can bear burdens we may not think them capable of shouldering, if we are honest with them.

Those are the main points for the overall arc. In terms of any single individual high point, I'd have to say it was, is and will always be the 9/11 issue. To this day, that's the one issue that fans of the book want to have signed, and to talk about…how it affected them, how it moved them or helped them to heal, or talk about it with their children. If I had done nothing more than that one issue, it would've been worth it.

SPOTLIGHT: As head honcho Spider-Guy, do you think there are any special responsibilities that a Spider-Man writer has that are unique from writing perhaps any other character in the MU?

JMS: I think the main distinction that you have to always bear in mind is that Spider-Man is an icon. He's Marvel's flagship character, the one guy you see on all the stationary. That means you have to be careful not to break him, to treat him as a trust. You can fiddle with the guest and supporting characters, but Peter himself has to be held inviolate.

SPOTLIGHT: Roberto, similar to JMS in *Amazing*, one of the things you've really focused on in *Sensational* is taking an in-depth look at Aunt May and Mary Jane (and also Black Cat, especially in the recent *Unmasked* issues of *SSM #33-35*).

ROBERTO: That's true, and don't forget, I've also made the Puma more or less a recurring character, as well as Madame Web; again, two characters who made regular (or semi-regular) appearances in the Spidey comics I read growing up.

SPOTLIGHT: How do you manage to write what amount to incredibly personal stories and still find time to play up the action and freewheeling fun that is also a part of the super-hero comic genre?

ROBERTO: I think it's just what I'm drawn to, personally, as a writer. And I don't know if that's because of my background as a playwright, which depends much more on character and dialogue than, say, comics or television, which are more visual mediums (obviously). But a balance has to be struck between the two, I think: the personal, character-driven arcs and the more action-driven ones. And I think that my run on *Sensational* has done that fairly well. *Feral* (in *SSM #23-37*) was all monsters, all the time. (And no one loves monsters more than me, except - *maybe* - Clayton Crain!) Then, *The Deadly Foes of Peter Parker* (in *SSM #28-31*) was half-character stuff, half-old-fashioned super hero brawling. The three issues focusing on May, MJ, and Felicia were obviously character studies - as was the issue I'm proudest of, "My Science Teacher Is Spider-Man!" But *The Strange Case of…* (the current arc) is more of a mix. So you sort of do your best to shift the tone and content of your run to satisfy both yourself and your audience.

SPOTLIGHT: Peter, you've included a wide range

BACK IN BLACK CHECKLIST

Keep up with the Back in Black event in the following Marvel titles!

AMAZING SPIDER-MAN #539-543
Written by J. MICHAEL STRACZYNSKI
Pencils and Covers by RON GARNEY

FRIENDLY NEIGHBORHOOD SPIDER-MAN #17-22
Written by PETER DAVID
Penciled and Covers by TODD NAUCK

SENSATIONAL SPIDER-MAN #35-39
Written by ROBERTO AGUIRRE-SACASA
Pencils and Covers by ANGEL MEDINA

SPIDER-MAN FAMILY #1-2
Written by Sean McKeever
Pencils and Covers by Kano
Due in May!

SPIDER-MAN: BACK IN BLACK HANDBOOK
Written by MIKE FICHERA & MORE
Cover by AARON LOPRESTI
Due in April!

SENSATIONAL SPIDER-MAN ANNUAL #1
Written by MATT FRACTION
Pencils and Cover by SALVADOR LARROCA
Due in May!

FRIENDLY NEIGHBORHOOD SPIDER-MAN ANNUAL #1
Written by Peter David
Pencils by Roman Cirqueni & Colleen Coover
Cover by Barry Kitson
Due in May!

of Peter's classic supporting cast in your book (such as Flash Thompson and Betty Brant), and you've got some interesting plotlines that have been bubbling in the background of *FNSM* for some time. What are you looking for when you dig around in Spidey's toy box looking for solid supporting characters? And is the mystery of Nurse Arrow going to move to the front burner during *Back in Black*?

PETER: Yes. (And I'm looking for) the characters who interested me growing up, who haven't been in play much, and whose history with Spidey makes their take on, and involvement with, the unmasking particularly interesting.

SPOTLIGHT: Speaking of Nurse Arrow, she was instrumental in helping encourage Peter to stick around Midtown High, even after his identity became public knowledge. It would seem that keeping Midtown in the picture with the post-*Unmasking* reality (with Spidey being an outlaw after switching sides) would be too high a hurdle to leap over and keep your stride as a writer, but you pulled it off. How long did it take for you to come up with the Ben Reilly/Image Inducer scenario? And were there any other options you discarded before settling on that one?

PETER: No time at all. I briefly considered wigs, mustaches and such, and then I realized how ridiculous that was when the technology existed for Nightcrawler to be able to walk around looking normal.

MEET MYSTERIO:
One of Spidey's coolest villains meets the mysterious Nurse Arrow – whose story will be continued in *Back In Black*! (Image from *FNSM #13*)

SPOTLIGHT: *Civil War* changed Spider-Man in many ways, but the biggest moment (at least initially) was when he unmasked. That event slammed the news wires not only in the Marvel Universe but in our Universe, too! Did you ever think in your wildest dreams that you'd be one of the writers tasked with writing stories where Peter was in the thick of unmasking his true identity?

ROBERTO: You know, I've been very, very lucky in my three years at Marvel. I've worked with great editors (Warren Simons and Mike Marts), I've worked with great artists (Steve McNiven, Darick Robertson, Angel Medina, and Clayton Crain, to name a few), and I've worked on great characters: Nightcrawler, the Fantastic Four (my all-time favorites), and, now, Spider-man (my other favorite). I can safely say that as a ten-year-old kid, running around Washington, DC, wearing Spider-Man pajamas, swinging from a rope tied to a tree in my backyard, I never, ever imagined I'd be writing Spider-Man comic books at this moment in history.

As for specific reflections, I really haven't had a chance to reflect too much, truthfully. From my first arc, Spidey's been under the spotlight, going through the wringer. All the big events that shook Spidey in the MU had to be incorporated into *Sensational*, including *The Other*, the first costume change, the unmasking, *Civil War*, the second costume change… Which has been great, of course, because it's really exciting, and lots of attention has been thrown on the books, but it definitely didn't give me the luxury of spending too much time reflecting, you know? It was more like, "This is cool, how can I use this, go!!"

THE SANDMAN COMETH:
Mike Wieringo's cover art to Friendly Neighborhood Spider-Man #18.

"A balance has to be struck between…the personal, character-driven arcs and the more action-driven ones. And I think that my run on Sensational has done that fairly well."

– writer Roberto Aguirre-Sacasa

SPOTLIGHT: I'd guess that some writers just hate getting word from their editor that the status quo for their character is changing, and for reasons related to other titles/big events like *Civil War* that are out of their control. On the other hand, many writers may look forward to such challenges. Where do you stand on this question, Peter? Are you at one extreme or the other, or perhaps at some degree in the middle?

PETER: In the words of Super-Chicken, I knew the job was dangerous when I took it. Yes, it was something of a headache getting my status quo derailed every few issues, but I was aware when taking on *FNSM* that that was a likelihood. So it's a little late to complain about it.

SPOTLIGHT: Peter, you've been on the Spidey scene since your earliest days at Marvel as an editor. Do you recall any times in the past when there has been an urge by a writer or editor to unmask Spider-Man?

PETER: To the best of my knowledge, it was never seriously considered. Spidey was the quintessential Marvel loner, so the scenario where he would become an Avenger and go public was simply never an issue. On the other hand, recent world events have caused us to view superheroes - especially those operating in anonymity - in a different light. There's a worldview that exists now that didn't exist then, and it's been intriguing to see how Spidey comes to adapt to the current way of thinking.

SPOTLIGHT: Civil War has been a pretty huge event in the life of not just Spider-Man, but the Marvel Universe as a whole. One of the most compelling sub-plots in the whole story was the relationship that developed in *Amazing Spider-Man* between Tony Stark and Peter. There were the inevitable complaints from some in fandom that this relationship seemed "unnatural," but even if one grants that it seemed odd at first, over time the relationship really seemed to make sense… and then as all things seem to go in the MU, it shattered…

What are some of your reflections on this relationship between Tony and Peter, both in what went into creating it from your end and the status quo coming out of *Civil War*?

BACK IN BLACK, RED AND BLUE:
Matt Fraction and Sal Larroca's flash readers back to the Romita era in Sensational Spider-Man Annual #1, part of the Back in Black event!

JMS: I think there was a great deal of father/son influence going on in that story, with Peter and Tony being very much reflections of each other. They're both super smart, they both love gadgets, and I think Peter wanted someone who he could talk to as an equal. His time as an Avenger was very important to him. Now they've come apart, as these things so often fall apart, and they have as much difficulty with each other as a previously married couple might have; their conflict is personal.

SPOTLIGHT: *Amazing Spider-Man #538* saw Aunt May wounded by an assassin's bullet. What can you say about this moment and the influence it will

have in the immediate future?

JMS: The one thing I can say is that this will take Peter to a darker place than he has ever been in before, and exact a terrible price...should he choose to pay it.

SPOTLIGHT: Speaking of dark places: Roberto, some of the supernatural elements that have popped up in your run (particularly early on in *Feral*) are part of another story you've had cooking that preceded your time on *Sensational* (in both *Nightcrawler* and *Fantastic Four*). Can you take us on a little trip with Madame Web and give us a taste of what you have in mind regarding the supernatural/magic story you're developing and if Spider-Man will be involved?

"Recent world events have caused us to view superheroes...in a different light. There's a worldview that exists now that didn't exist then, and it's been intriguing to see how Spidey comes to adapt to the current way of thinking."

– writer Peter David

ROBERTO: It's so funny. When I was kid, I read tons of interviews with comic book writers, and books about writing comics, and I think I read one that Peter David did (an interview or something), in which he said that one of things he does as a writer (or did) was include dangling sub-plots that would pay-off much later. That way, he argued, if he seeded enough stories, Marvel would have to keep him writing, because he'd need to, eventually, tie up all those sub-plots. That stuck with me, so when I started writing *Marvel Knights 4* and *Nightcrawler*, I thought: "Start seeding stuff now that will eventually grown into something." And that something is, in very general terms, a supernatural/horror event that will affect not just Marvel's horror/magic characters, but a motley crew of Marvel heroes. So when I shifted on to *Sensational*, I thought, "How am I gonna weave hints about a horror/supernatural event into what is one of Marvel's most mainstream hero books?" And then I remembered Madame Web, a character I loved growing up, and how damn creepy she is, and I thought, "Hmmm, maybe Madame Web has started having visions about this event," which - at this moment in time - has the working title, *The Unholy Wars*. As for Spidey's direct involvement, it's still too early to tell. Part of me feels like Peter should be given a break, but I do know that one of *Sensational*'s supporting characters will definitely be drafted for the series.

SPOTLIGHT: Now, just talking Spidey here, one of the things that makes him great is his rogues gallery and incredible ensemble of supporting cast mates. Who among the friends and villains in Spider-Man's life really stand out to you that you've written so far...and that you haven't yet had the chance to write about? And what makes them so special and interesting?

ROBERTO: I think every writer has a wish-list of characters they want to write. In terms of Spider-Man, I've hit a bunch of the characters and villains on that list. Especially the Lizard (who's my favorite Spidey villain, no question) and, as previously stated, Madame Web. I also love Mary Jane and how she has changed and grown over the years (much more so than Peter, I think), so it's been great to have her in the mix as fully as she's been. I'm also glad I was able to tell a Doc Ock story, and to include villains known (the Rhino, Electro, the Chameleon) and more obscure (like Swarm and Will-o'-the-Wisp). And it's no secret, I don't think, that I'm a huge fan of the Black Cat and that I don't believe she's yet gotten the due she deserves, so making her Spidey's de facto partner - which is an idea Mark Millar revived during his run on *Marvel Knights Spider-Man* - has been satisfying. In terms of villains I'm dying to write but haven't yet, one is the Green Goblin (off-limits for the moment, and I'm sure everyone says him), one is Mysterio (who Peter David got to use in *Friendly Neighborhood*, damn him!!), and one is Eddie Brock (coming soon, thank God).

PETER: It's interesting Roberto was dying to do Mysterio, considering I got him by process of elimination: I presented Marvel with a list of villains I wanted to use in the first issues, and every single one - without exception - was being used in Roberto's book. Even Mysterio was off the table, but he finally became available because *Spider-Man/Black Cat* was finally finished. So basically I started creating new villains, which readers kvetched about because, hey, why wasn't I using the classic villains like they were over in *Sensational Spidey*? So then I figured I'd use Spidey 2099, but he was in play over in *Exiles*. Finally things have loosened up a bit, and I've been able to use Vulture and Sandman, so that's been good. Hell, I dunno. Maybe I'll bring back the Sin Eater. That would confuse the heck out of people.

SPOTLIGHT: What is the one of the most important weapons a writer has to have in his arsenal in order to take on writing Spider-Man? (Just dish on one and I'll have the other writers give their take as well...)

JMS: Probably invulnerability. To a certain extent, Spider-Man is whatever one person points to when he says, "That's Spider-Man." We all have our inner picture of who that person is, and that means you're in for a hashing no matter what you do. If you try something experimental, you're going to be yelled at by the traditionalists; if you go traditional, you're going to be yelled at by those who want something new. If you don't change elements of the character you get yelled at for being less than imaginative; if you change something you get yelled at for making him do something out of character (when we all sometimes act out of character, all learn or try new things and make mistakes).

So in the end you just have to hang on and do what you think is right in the hope that enough folks will like what you do. As Jerry Lewis once said, "For those who understand, no explanation is necessary; for those who do not, no explanation will suffice."

SPOTLIGHT: Peter Parker and his super-hero alter ego have had a rich tapestry of tales woven over the last five decades. What do you think are the most immutable elements established during the earliest days of his creation that still are a vital part of the character today?

ROBERTO: For me, what has remained constant is Peter's basic decency and goodness. That is who Peter Parker is to me: a basically good, basically decent guy, who makes mistakes sometimes, who fails sometimes, but is always there, trying his best, regardless of the odds stacked against him, you know? Like all of us, he's just trying to do his best. Get through life, helping as many people he can, hurting as few as possible, trying to keep himself from being hurt too badly. (And I mean emotionally, of course.) And, like all of us, sometimes Peter's best is good enough, and sometimes it isn't...

SPOTLIGHT: In a similar vein, what parts of his character have changed since that time (and changed in either good ways or bad ways)?

ROBERTO: You know, one thing that I think has changed, to some extent - and I don't know if this is for the better or the worse - is that Peter is now somehow less of a marginal figure. He's less of a loser. He's less of a misfit hero now, if that makes sense. Like, there was a time when he auditioned to be the fifth member of the Fantastic Four, remember? And was laughed out of the Baxter Building! Now he's one of the Avengers... Is that a good or bad thing? I don't know. But I do know that characters must change and grow to survive, and I personally like it when characters go through such changes, so maybe it's just a natural progression, you know?

BACK IN BLACK:
Look for Spider-Man Family #1, another tie-in to the Back in Black event, by Sean McKeever and Terrell Bobbit

PETER: He's more confident with females.

SPOTLIGHT: Being married to Mary Jane will help a guy with that! Now, purely as a Spider-Man fan, what's your history with the character? Was he

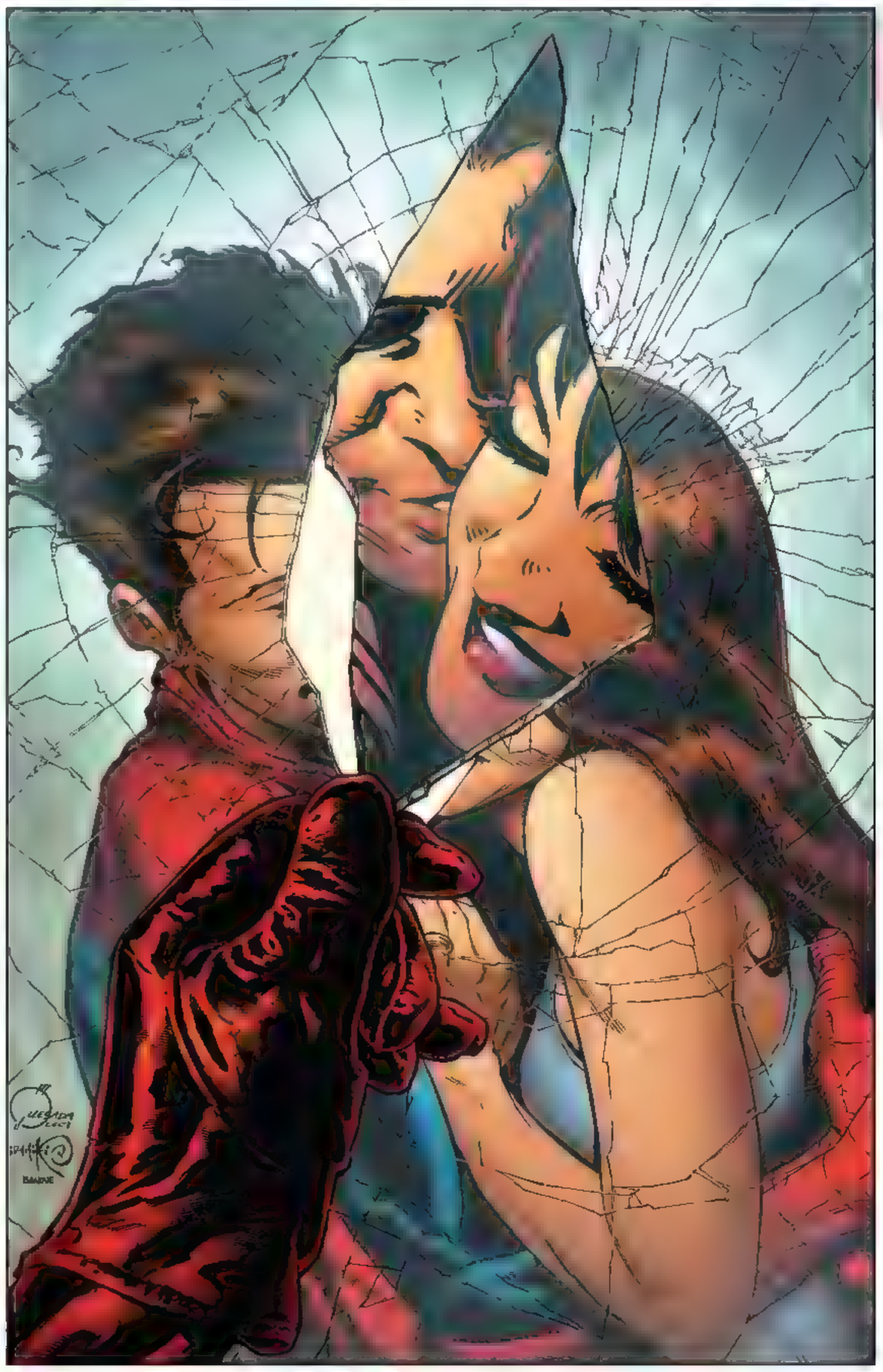
AMAZING SPIDER-MAN #541:
Cover art by Ron Garney.

ever one of your favorites as a comic book reader before you became a writer? If so, when did you jump on board? And what are some of your favorite storylines from the past?

PETER: Always loved Spidey, sure. I actually started reading the book regularly during the Lee/Romita run and then started getting back issues and "Marvel Tales" that featured the reprints of the earlier issues.

JMS: I was always a spider-fan. I grew up in the late 60s and 70s reading Marvel and Spidey in particular. He was one of the most iconic characters for me growing up, so to have the chance to give something back to that character was a wonderful opportunity.

Thanks to JMS, Peter and Roberto for sitting in with Spotlight to talk about a favorite subject we all have in common: Spider-Man! Look for each writer to tackle the Back in Black event in their respective monthly titles: *AMAZING SPIDER-MAN*, *FRIENDLY NEIGHBORHOOD SPIDER-MAN* and *SENSATIONAL SPIDER-MAN!*



Amazing Spider-Man #544-545, Friendly Neighborhood Spider-Man #24 & Sensational Spider-Man #41
cover art by Joe Quesada, Danny Miki & Richard Isanove

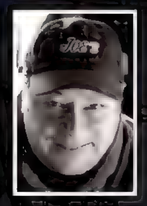
FROM *MARVEL SPOTLIGHT: SPIDER-MAN — ONE MORE DAY/BRAND NEW DAY*

GENIES & BOTTLES

ONE MORE DAY FOR SPIDER-MAN

Artist and Editor in Chief JOE QUESADA Speaks About The Future Of Spider-Man

BY JOHN RHETT THOMAS



Virtually all fans of the Marvel Universe feel some sort of ownership over their favorite characters and have followed their every move since that first moment they developed a bond with them. Any slight change in the fortunes of these favorites risks the wrath of any number of these fans, and this is true whether we're talking about characters that have less of the limelight, like Hellcat or Ant-Man, or the iconic characters that drive the Marvel Universe—like Wolverine, Thor or Captain America. By virtue of his incredible popularity, attained by exposure through TV shows, movies, a daily comic strip and decades of some of the finest storytelling in comics history, Spider-Man is probably at the top of the list of characters that carry the most risk in managing through the years of changing tastes and degrees of popularity. ♦ So when it came time to talk with Joe Quesada, who is not only the artist of the "One More Day" event, which seeks to reorient Spider-Man's direction for the future, but the Editor in Chief of the company that made the decisions on this new direction, I was sure I'd uncover some trepidation, some fear about taking the bold moves highlighted in "One More Day" and "Brand New Day". I was wrong. I found out that any trepidation or fear I sensed from the man is probably best interpreted as outward manifestations of the awe and respect for the characters of Peter Parker and Spider-Man, and the steadfast intent on making sure that this new phase in Spider-Man history is approached with the utmost care. In the lead interview of our *Spotlight* coverage of "One More Day/Brand New Day," Joe Quesada takes us inside his thoughts on the gravity of altering Spider-Man's destiny and shines a spotlight on the "Brand New Day" that is coming.

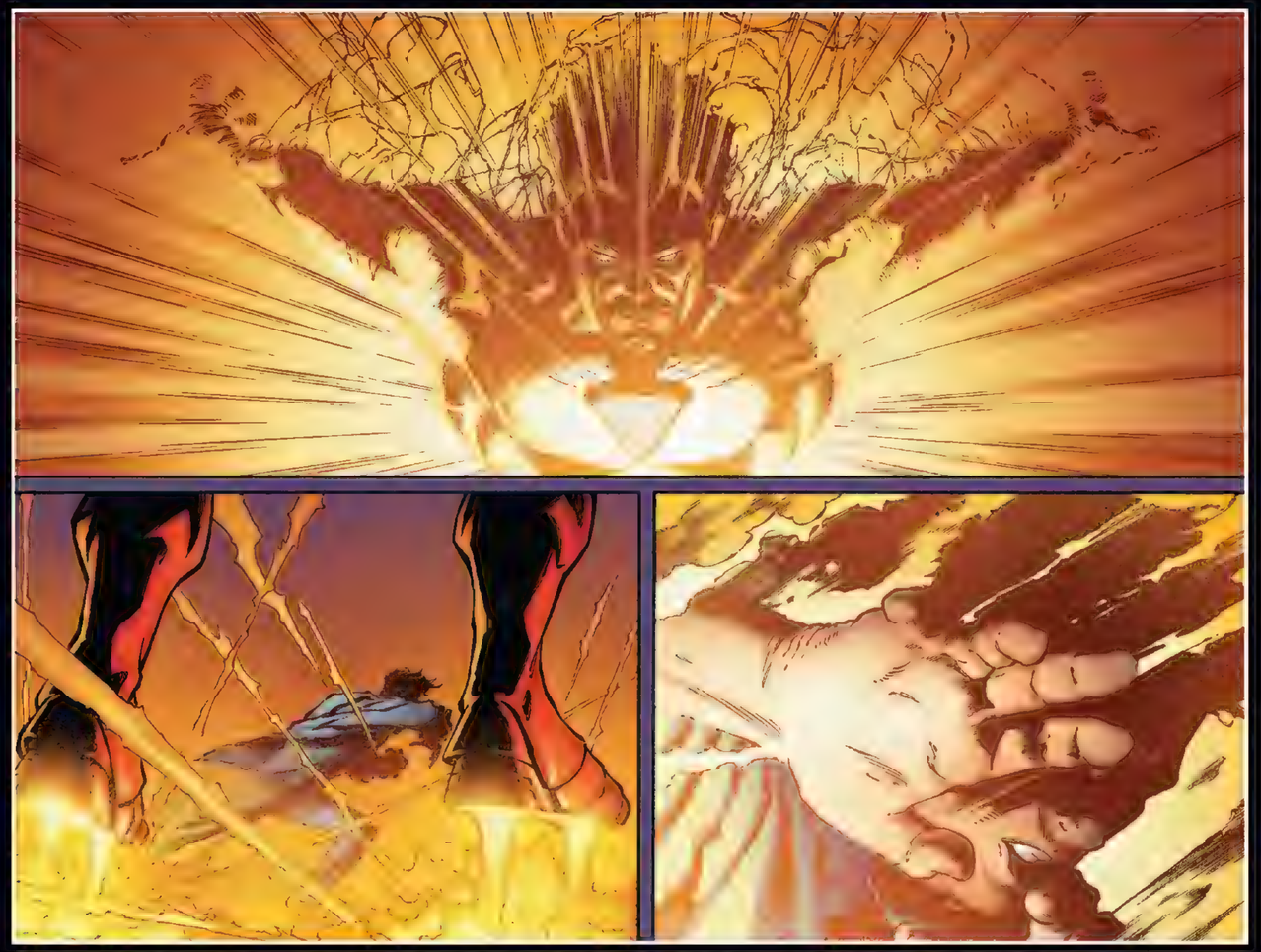
WHEN THERE'S NO ONE ELSE TO TURN TO: Many heroes turn to Doctor Strange. But what if he can't offer any help? (Art from *Friendly Neighborhood Spider-Man* #24.)

SPOTLIGHT: Your available time outside of being Marvel's editor in chief is very limited, which means you can only choose a few projects to do as an artist. So why choose this one over other worthy projects?

JOE: I just felt very close to this story. This was a project I really wanted to do, I really *could* do, I really *needed* to do, and something I hoped I could really knock out of the park. Another reason why I wanted to do this was that I've been talking about this for some time now, so I needed to put my money where my mouth is! It's my decision, though obviously we work as a company and we agree as a company, but I believe if anyone should come under fire it should be me.

SPOTLIGHT: Spider-Man is the cornerstone character in the Marvel corporate structure: so much begins and ends with Spider-Man, so there must be a really tremendous weight on his caretakers to make sure this goes well. The ramifications of "One More Day" are obviously something you believe in, you've talked about it for so long and now it's finally come to fruition. Can you share with us the weight upon you to do this and get it right?

JOE: Well, I don't know if "weight" is the right word for it, but I do feel a sense of responsibility for it. The reason Marvel has hired me to be editor in chief is to be a caretaker to these characters and do what's best for these characters. This has nothing to do with my personal taste of things. Although I suspect it is in part my personal vision (those who hired me) want as well, especially if that vision adds up to better comics, better sales, etc., etc.
But I've always felt, along with many other people in the comics industry—editors, editors in chief, past and present—that this is something that needed to be done; we just needed to find the right way to do it. To find a methodology that really worked, and once we came upon that methodology I felt that we needed to get on it and fix these elements of Spider-Man that could really be improved on.



"I WOULD ARGUE THAT PETER PARKER IS THE MOST IMPORTANT PERSON IN THE MIX OF SPIDER-MAN. IT'S ALL REALLY ABOUT PETER PARKER, AND REALLY WHAT HAPPENS WHEN HE PUTS ON THE SUIT IS JUST GRAVY." – ARTIST/EDITOR IN CHIEF JOE QUESADA

SPOTLIGHT: It sounds to me that you are confident that what you are doing is definitely going to be received well, at least well enough to merit doing it in the first place. And that sort of ameliorates any trepidation you might have.

JOE: Well, yeah, let's be honest: We don't go into any decision here thinking it's going to fail, or else why are we doing it? This is not about ego or anything. What it's about is the longevity of the character, and it makes sense in my world that this is something that is needed for better Spider-Man stories. How will it be received? I don't know. I speculate that anything with a radical change will be received with shock and trepidation and that's okay - that's what fans do, and I've grown accustomed to it. There has never been a single, significant moment here at Marvel —or a single, significant moment in comic books overall - that the status quo has ever stayed the same, or people weren't doing something for the betterment of the books or the characters. So with all that in mind, I can't tell you if the fans are immediately going to embrace this. But I do think, like a lot of things that we've done in these past few years, that given a year, a month, or however long, once we actually settle into the type of stories we really want to tell, I think it's going to gel with the readers.

SHOWDOWN WITH STARK: The steep breakdown of friendship between Peter and Tony Stark has its culmination in *Amazing Spider-Man #544*.

SPOTLIGHT: Now let's talk about the character. So much has been made about who Spider-Man is now, and over the years you've been indicating that maybe he's not really where he needs to be to tell the most effective stories. So who is Peter Parker right now?

JOE: Peter Parker to me is the everyday shlub of the Marvel Universe. He is our everyman, he's you, he's me. I think the beauty of Spider-Man is that everyone—*everyone*—can relate to his character, everyone sees a little bit of themselves in Spider-Man. And that's part of the character's allure, and I think when we step away from that it shouldn't be surprising to us that the character doesn't resonate as much with fans. So we have had an incredible J. Michael Straczynski run, and we're going to continue to have great runs after Joe leaves, but I think getting back to the status quo, to Peter's roots, is a very important thing for the characters for the next twenty to thirty years.

SPOTLIGHT: It's funny, Spider-Man is the most important character in the Marvel stable, but his condition as a character is vitally dependent on two different identities. He really defines what it means to be a super hero with an alter ego, with all the frailties and the faults that humans have. We talk about Peter Parker, but how substantially will Spider-Man —the hero, the costumed identity—be affected as "One More Day" evolves into "Brand New Day"?

JOE: I would argue that Peter Parker is the most important person in the mix of Spider-Man. It's all really about Peter Parker, and really what happens when he puts on the suit is just gravy, so I think when you see the changes that will occur in Peter in "Brand New Day", you will know how it affects Spider-Man, as there is additional and added soap opera to his life. There will be new and interesting problems, new and interesting people, a brand new cast, a whole new mix of characters and villains for us to play with. It's really going to open the floodgates of creativity for Spider-Man. I think the fans are truly going to get a kick out of what we're going to do.

SPOTLIGHT: One of the elements of the book that I enjoyed while reading over the last few years has been the relationship Peter has developed with Tony Stark. I thought it was a really novel and interesting relationship to build up. Was

the interaction between Iron Man and Spider-Man in the first chapter of "One More Day" (*ASM #544*) pretty much the resolution of that arc between the two characters?

JOE: Well, probably for now it will be. There is more stuff happening with respect to Iron Man in his world, and where that character is going, that I think it will cause him to have continual run-ins with other members of his super-hero fraternity, but I think for the time being that's going to be it for Peter and Iron Man.

SPOTLIGHT: You mention JMS' run earlier: what are your impressions of him as lead Spidey-writer over the past few years, and now dealing with him directly in this arc? What do you think he feels right now as he is getting ready to leave a title that has obviously meant a lot to him?

JOE: I don't know how he actually feels, but I can certainly tell you: I don't think Joe realizes the impact he's had on this character after so many years. His run has been historic in length and quality. That many wonderful Spider-Man stories after so long, that kind of consistency for so long is pretty remarkable, and that's something for which I will always be appreciative to Joe. He always gave us his "A" game. Not every story is going to be met with critical success, but on a day-to-day basis what he did for the character is truly remarkable. So I can't speak for what he's feeling but I sure hope he's proud of it, because man, we sure are.

SPOTLIGHT: When you spoke about looking for the methodology in which to tell new Spider-Man stories, you mentioned you were looking for the right opportunity to take the plunge. At what point did you sense that the events of *Civil War* were serving up the kind of pitch that you could hit over the fence?

JOE: It's very easy to un-marry a character, or fix something like that: you just do a huge universal retcon, and say a few events in history didn't happen. But that's really not the way we do it here at Marvel. That's the reason why over the years, while other editors in chief have tried to find a way to get to this point, the idea just wasn't there. Then one day we came upon the idea, and it was this moment that allowed us to do the unmasking of Peter Parker, because we knew that one idea would run into the other and make the other idea possible, so it was just finding a way to make the other idea possible. Once we found the way to do it, we asked ourselves, "Okay, now where do we put it on the time line?" And away we went.

SPOTLIGHT: How did you feel when you stumbled upon that moment and you realized that the stuff you've been talking about for so long now finally seemed feasible, like something that could actually happen?

JOE: Yeah, I have to tell you, a lot of our writers helped come up with that and it was like striking gold. It was one of those moments when we were like, "Oh, my God, we've got it!" And it was also so funny because it was so simple. It's just the same feeling we had about the *Civil War*, when we were trying to bring back the edginess that we had lost over the last forty years. So, again, one thing fit into the other, which fit into the other. We were just very fortunate that these things came along at the time that they did.

"IT'S VERY EASY TO UN-MARRY A CHARACTER, OR FIX SOMETHING...YOU JUST DO A HUGE UNIVERSAL RETCON, AND SAY A FEW EVENTS IN HISTORY DIDN'T HAPPEN. BUT THAT'S REALLY NOT THE WAY WE DO IT HERE AT MARVEL." —QUESADA

SPOTLIGHT: How important was getting Steve Wacker on board as editor to the success of "Brand New Day"? From a structural standpoint, it would seem like he couldn't be overvalued because of his experience with *52* and getting that rolling. What can you say about him, and what he brings to the "Brand New Day" experience?

JOE: Steve is made for this job; he has had his baptism of fire. We had planned out "Brand New Day" before Steve was hired on here, but we didn't ask to bring to him Marvel based upon this idea. It just sort of fit in and we were all like, "Hey, wait a minute…" It was just the stars aligning for lack of a better word.

SPOTLIGHT: Who stood with you when you were conceptualizing what "Brand New Day" would mean to Spider-Man?

JOE: For "One More Day" it was basically the guys who had been on big creative retreats with us. You end up with a list of guys and a huge e-mail chain, which started one day talking about Spider-Man and then evolved into a two week long email chain of ideas being thrown around about "One More Day," with ideas about how it would work. With respect to "Brand New Day," that's really the writers group, the guys who were writing the book plus a few others, we all sat in a room and started batting about what to do with Spider-Man and what to do to make it fun again, and away we went.

SPOTLIGHT: You had the Spider-Man book that came out on Free Comic Book Day back in the spring, well before anything about "One More Day" or "Brand New Day" had hit the grapevine. You must have felt very mischievous when that book came out: by all appearances it was a stand-alone, "What If?" type of Spider-Man story, but there was something going on underneath the surface, wasn't there? A sort of "Brand New Day" preview?

JOE: Absolutely, that's just what we were doing. That was the fun part. Phil Jimenez was giggling all the way to the bank with that one. He knew what we were doing as well.

SPOTLIGHT: What was the feedback you got from people who may not have known what was at stake with that story? Did you get any positive feedback, any negative feedback?

JOE: No negative feedback; it was all positive. I mean, most people didn't know what they had, but a few fans were guessing and they'd say, "Hey, wait a minute, what's going on here?"

SPOTLIGHT: What's great is it really drives home the fact that you guys aren't giving up on Mary Jane. I think a lot of people assume that just because the status quo in Spider-Man's life is changing and they think the marriage will be a part of that change, she is apparently still involved in a certain way of his life.

JOE: Absolutely. There was no reason to get rid of Mary Jane. She is a wonderful character. Part of "Brand New Day" and "One More Day" is our answer to the fact that we acknowledge that over the course of many, many years, and many, many Spider-Man stories, and many, many Spider-Man writers, a lot of damage has been done to the cast in the sense that we've had many great characters who eventually were lost to character death, or whatever other pitfalls, but those things happen in the course of the years of storytelling. So we wanted to make sure we didn't make those mistakes again in a rushed, hasty fashion. We knew that Mary Jane was a great character regardless of how involved she is in Peter's life or not - there was no reason to kill her off, and that would really just defeat the purpose of what we were trying to do.

ONE MORE DAY COMES TO A CLOSE: Joe Quesada and his team have designed "One More Day" as the endpoint from which a new beginning starts, sending Spidey webswinging toward a "Brand New Day"

SPOTLIGHT: On the eve of its introduction, can you sum up your feelings about how "Brand New Day" is shaping up? Looking at the way the Spider-Man office has set this up, they've pieced together some very interesting creative teams to deliver these thrice monthly story lines. So wearing your editor in chief hat, but also as a fan of good Spider-Man stories, what kind of a job do you think they're doing?

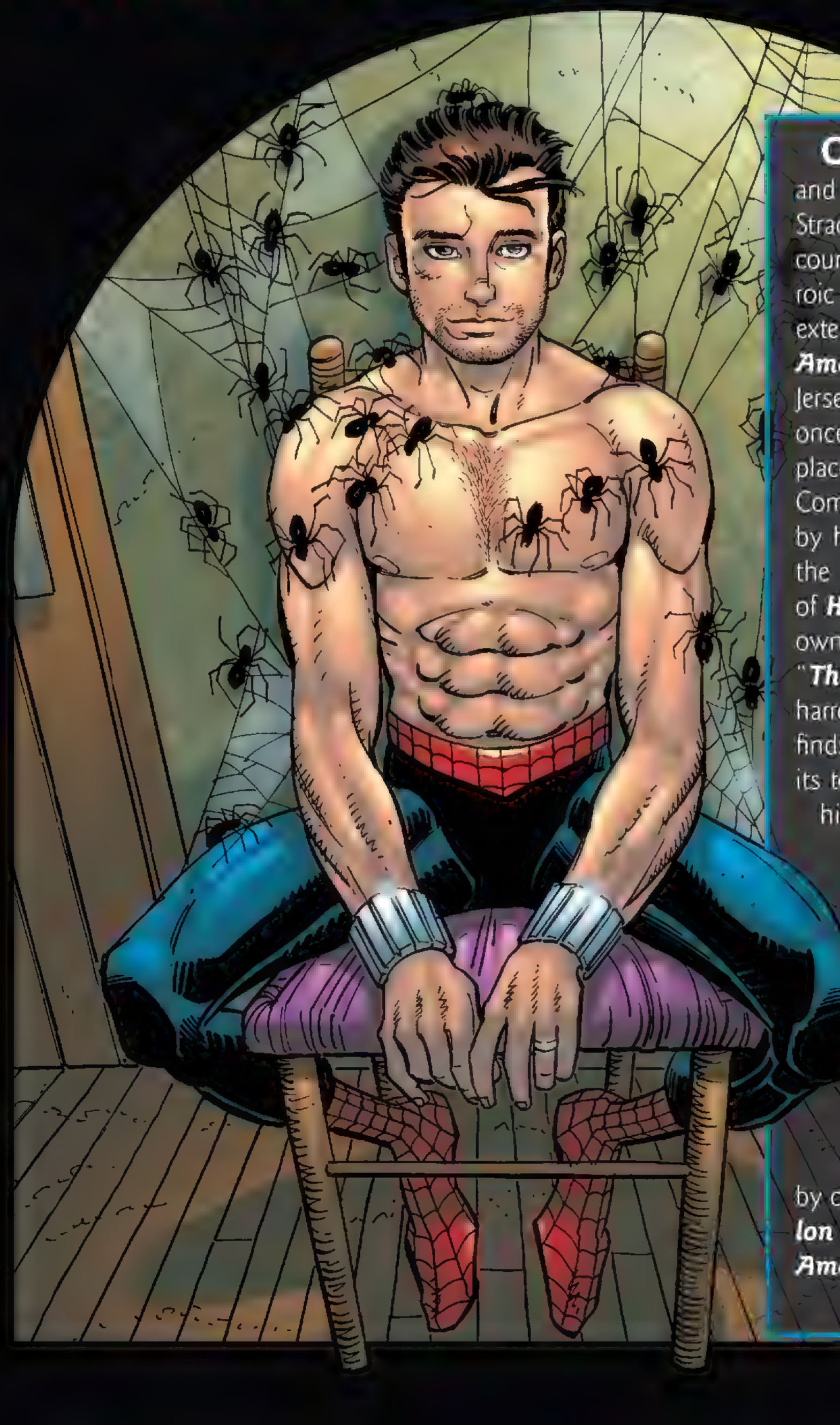
JOE: I think they're doing an incredible job. I think that my favorite moment came when we were in the writers room and we were playing around with the stories and there was someone there who was not a writer. They turned to me after the first day of coming up with story concepts and said, "You know what? I have to be honest with you. I wasn't a believer in un-marrying Peter and Mary Jane. I didn't grow up in that golden age of Spider-Man, but now sitting here and listening to all those stories you all are coming up with, now I understand what you're talking about. I completely get it." And that was really kind of cool, to get that kind of feedback from someone who was not a believer, and I really suspect that the fans will have the same feeling we get when we're sitting here coming up with ideas in the writers room.

By now, "One More Day" is complete and in the record books, and now we turn things over to the "Brand New Day" crew for more great Spidey stories! Thanks to Joe for taking the time to take us inside his thinking about "One More Day"!

ONE MORE DAY, SIX AMAZING YEARS:

A SPIDER-MAN STORYTELLER

WRITER J. MICHAEL STRACZYNSKI LOWERS THE CURTAIN ON HIS CAREER AS SPIDER-MAN'S CHIEF SCRIBE. By Chris Arrant



Over the course of six years and seventy-six issues, J. Michael Straczynski has charted a bold course for Peter Parker, his super-heroic alter ego Spider-Man, and his extended family. In the pages of ***Amazing Spider-Man***, the New Jersey born writer has taken a title once slacking in sales back to its place as the flagship title of Marvel Comics. Affectionately called "JMS" by his fans, the writer has steered the title through the stormy seas of ***House of M***, ***Civil War*** and his own trials such as "***Sins Past***" and "***The Other***" - and finally into the harrowing ***One More Day***, which finds Peter pushing far past his limits to find a way to save the life of his dear Aunt May.

Not bad for someone who only had a couple years of comic writing credit when he started. But although the comics medium is fairly new to him, he's long been writing for television, movies and the stage – most notably by creating and writing TV's ***Babylon 5***. But it was his tenure on ***Amazing Spider-Man that made***

that made his name in the comics arena, and a great name it has made for him.

As his swan song is released in stores, it's high time to sit down with JMS to talk about ***One More Day***: the ending, the beginning...and everything in between.

SPOTLIGHT: Let's jump right into it: We're knee-deep in the middle of Spider-Man's "***One More Day***" event, with you and Joe Quesada making your swan song an epic ordeal. How did this final story come together?

JMS: I'm trying to remember the exact time, but I can only dimly recall...it was at either a retreat or Philly Con that Joe first broached the idea of it. He knew that I was going to stop on Spidey at some point, and wanted this to be the end of the road for my run. He and Marvel editorial had specific ideas they wanted to address with the character, and wanted to be able to use this series to accomplish them.

SPOTLIGHT: In ***Amazing Spider-Man #544*** we fully see the fragility of Aunt May's condition. With Aunt May being so central to Peter Parker's life, in some ways more vital than even Mary Jane, how does that affect his mental state?

JMS: He's certainly desperate, and determined, and more liable to make a reckless mistake that he might not make under other circumstances. He's running on adrenaline, he's on the wrong side of the law...he's screwed and he knows it.

SPOTLIGHT: Once Peter is faced with the reality that modern medicine can do nothing to help Aunt May, he begins to reach out to his super hero friends... first to Tony Stark. Spider-Man had developed quite a friendship with Tony prior to ***Civil War***, only to become bitterly opposed to him with more than one altercation. Why was Tony first on Peter's list?

JMS: Tony was up first because Peter needed money for May, and Tony had it. He also knew that Tony was fond of May and might be able to get past the registration issue to be of aid, especially since to some extent May was injured because Peter listened to him and unmasked. I also wanted Tony to be the

"He's certainly desperate, and determined, and more liable to make a reckless mistake that he might not make under other circumstances. He's running on adrenaline, he's on the wrong side of the law...he's screwed and he knows it."
— JMS on the state of Spider-Man in *One More Day*.

FRIENDS NOW FOES: One of the best assets of JMS' tenure on *Amazing Spider-Man* was the emotional connection made between Peter and Tony Stark, a connection now tragically sundered by *Civil War*. (Art from *ASM #544*.)

one to help out because though I've written him that way to editorial specs, I've never really bought into Tony as a bad guy. I liked Tony as the mentor figure, and writing that period where he and Peter were working together at Stark Tower was the part of him I enjoyed most.

SPOTLIGHT: At the end of ***Amazing Spider-Man #544***, Spider-Man hints at going to Dr. Strange for help. With all Spider-Man's acquaintances, why is Stephen Strange on his list second only to Tony Stark?

JMS: Tony represents whatever science and money can do. Having exhausted science and money, the non-scientific remains. Hence Stephen.

SPOTLIGHT: In some ways, your entire run on ***Amazing Spider-Man*** has been building up to this arc. You've effectively put Peter at the end of his rope, placing him at the point where any normal person wouldn't have any options.

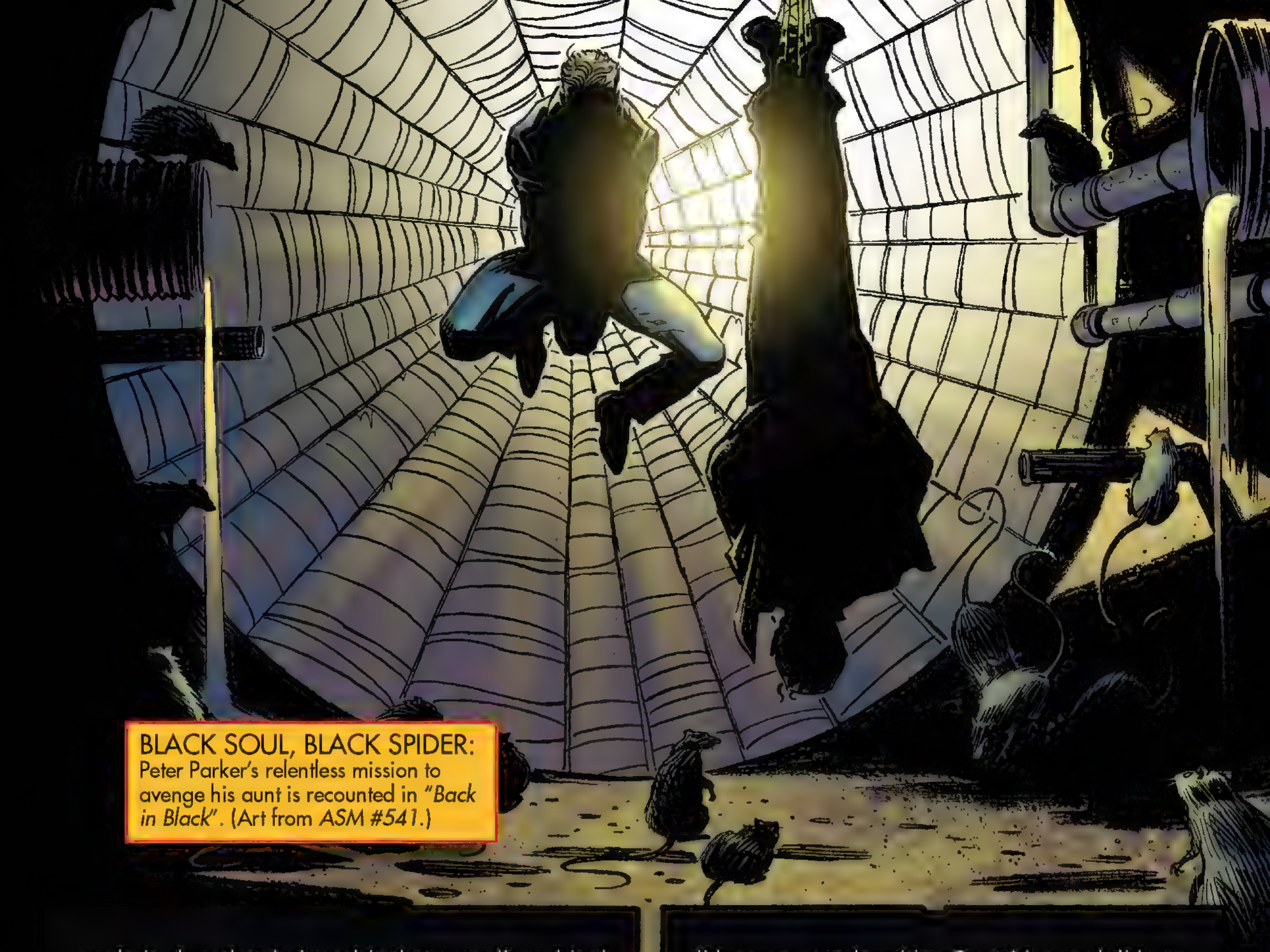
JMS: When we developed the story, there was nothing else one could really do other than put him in a corner emotionally, so yes on that score.

SPOTLIGHT: Let's step back from '***One More Day***' and look at the big picture – your run on ***Amazing Spider-Man***. You started back in June 2001 with issue #471 – your first work with Marvel Comics. You were familiar with comic readers through your work on ***Rising Stars*** but still best known by your hit TV show ***Babylon 5***. What was going through your mind?

JMS: I really saw it as what it became: a chance to work on a flagship character with whom I greatly identified as a kid who was also a big fan of the character growing up. Marvel was in desperate straits then, and needed something to boost the character from where he'd been at the time, selling something like 30,000 copies per month. Since I've been on the book, it's rarely dropped below triple that number, and that was my hope: to bring it up to the top tier again, where it belongs.

SPOTLIGHT: How did you and Marvel originally get on the same page and get you on ***Amazing Spider-Man***?

JMS: On the one hand, it's their character, and I



BLACK SOUL, BLACK SPIDER: Peter Parker's relentless mission to avenge his aunt is recounted in *"Back in Black"*. (Art from *ASM #541*.)

made it clear that I viewed it that way. I'm a hired gun. At the end of the day, I or any other writer moves on and you have to be sure not to damage the character beyond recall. On the other hand, I told them that I was going to try a lot of different things in order to bring up the character's profile, some of it probably controversial, and from time to time I'd probably fail. If they were cool with that, we'd proceed, and we did.

SPOTLIGHT: The first page of your first issue really sets the status quo of the time, with Peter living solo in NYC and without Mary Jane. They were separated during that time – how did you wrap your head around that, and did you have firm ideas for how you would proceed with their relationship?

JMS: I really wanted to get them together ASAP because I liked that dynamic, so that was one of the first things I told Marvel I wanted to do. I wanted to show a loving couple, not two people who just bicker and bite at each other over petty stuff, which is how a lot of writers view conflict.

SPOTLIGHT: Aunt May has always been an integral character to the Spider-Man family, but over the course of your run you've elevated her to being perhaps the most genuine character in comics. How did you approach writing Aunt May, and did you have any guidelines ingrained from the get-go?

JMS: I just tried to always visualize her as a real person of great inner strength, not a liability, not someone who was there just for the purpose of fainting and being cross and weak all the time. She raised Peter by herself; that requires inner strength. I wanted to validate and reinforce that.

SPOTLIGHT: You sent the fans reeling early on when Aunt May discovered that Peter was Spider-Man. Teased for ages, what made then the right time to do it? And how do you think it evolved Peter's relationship with May?

JMS: It's something I wanted to do and it just felt like the right time to do it. I wanted to send a message that those we love can bear our secrets without being killed by them, a message that I think a lot of people needed to hear, given the response and emails that followed. I think it matured his relationship with May and made them closer.

SPOTLIGHT: In the first issue, you move Peter into a new vocation – no longer a photographer, but a schoolteacher. What brought this on?

JMS: It just felt like the right thing to do, and I wanted to explore it more, but the overall shape of the Marvel Universe kept shifting around and it became difficult to continue to play that thread out as planned. I just thought it could be a cool story element to have Peter giving back to kids like he used to be.

SPOTLIGHT: A bevy of new characters entered the Spider-Man mythos during your run: Ezekiel, Morlun, Shathra, Shade, a new Dr. Octopus, The Digger, Killshot, and Gabriel and Sarah Stacy. I think I've forgotten a few in there somewhere. Anyway.... Why'd you go this route instead of going straight to Spidey's all-too-familiar rogue's gallery?

JMS: Your last clause has the answer to that: we'd seen the rogue's gallery used so much that it just felt like it needed freshening. I don't think any of the characters I introduced are really worth keeping over the years; they were introduced for specific story purposes in terms of Peter's character. How many times can you have Spidey fight Electro (as much as I enjoy Electro) before it begins to parody itself? I figured, let's have some guest characters to cleanse the palate for a while before bringing back the original group.

"I wanted to send a message that those we love can bear our secrets without being killed by them, a message that I think a lot of people needed to hear..."

– JMS on Aunt May discovering the secret of Peter's dual life as Spider-Man.

SPOTLIGHT: Early on in your run, you introduced a new aspect to Spider-Man's origin – that of totems. The mysterious Ezekiel was the one that slowly unraveled the mystery to Peter, and it took Peter on a wild ride culminating with '***The Other***' crossover. Given that Spider-Man's origin is so ingrained in comic consciousness, did you have any apprehension at introducing this new element?

JMS: I always have apprehension when introducing

something new. But as I told Marvel at the beginning, I wanted to try some new things, some of which would work, while others wouldn't. The totem aspect came to me when I looked over his rogue's gallery and saw that something like 90% of them were other animal figures: Rhino, Doc Ock, the Vulture, Croc, the list goes on and on. There was an animal totem thing going on before I ever touched it, I was just the first guy to say "maybe there's a connection and a reason." But I always kept Peter skeptical about the whole thing.

SPOTLIGHT: One of the most poignant and popular issues of your run was the famous 'Black Issue', commemorating 9-11. Back during the time you said you wrote it in a blur of a couple hours, and John Romita, Jr. said he illustrated it in a similar haze. Looking back at it now, what are your thoughts on it?

JMS: I'm still very happy about it. (And for those who complained about it, Doctor Doom wasn't in the script I gave to Marvel, I just noted that there were a number of villains who were moved by the event, and Doom was one of those drawn, so I won't cop to that one.) It was a very different style of writing for me, and to this day I continue to get people coming up to me and thanking me for that issue, so I did something right for a change.

SPOTLIGHT: Peter got his share of good with the bad though, and one of Peter's highest moments was reuniting with his wife, Mary Jane. How did you approach this make-up for the Parkers?

JMS: I just tried to imagine how it'd go if I were in that position, then had Peter act smarter than me since I always screw these things up when I'm in that position.

SPOTLIGHT: One of the most controversial parts of your run on ***Amazing Spider-Man*** was the reveal that Gwen Stacy had a one-night stand with Norman Osborn – aka The Green Goblin – while she was dating Peter, and had twins that Peter didn't know about until recently. When the ideas that became this story starting coming to you, did you realize the fan upheaval it would cause – and how do you think it serves to color and broaden Spider-Man, and Gwen Stacy's effectiveness as characters?

JMS: I didn't anticipate the whole madonna/whore complex that came out in a lot of people. I thought it showed strength for her to make a mistake, own up to it, have the kids, and come back to confront Norman and marry Peter. (And for those who kept saying "how could she do this with Spidey's enemy?", she didn't know he was Spidey's enemy.) But it didn't quite go down that way. The irony is that I had at first proposed making this a story about Gwen having Peter's kids, but Marvel vetoed the idea because it would make Peter feel too old, and at the last moment they suggested Norman as a way to shake things up, but "the fans'll love it." I kind of wanted to back away from the story at that point, but the solicitations were already going out with the first issue of the arc, and it was too late to do much about it but buy the ticket and take the ride.

SPOTLIGHT: Spider-Man became more of a central figure in the tight-knit Marvel Universe as the war drums began beating for ***Civil War***, joining the Avengers, having a camaraderie with Tony Stark (aka Iron Man), and moving his family into Avengers Headquarters. As the chief Spider-Man writer, how did this change Peter?

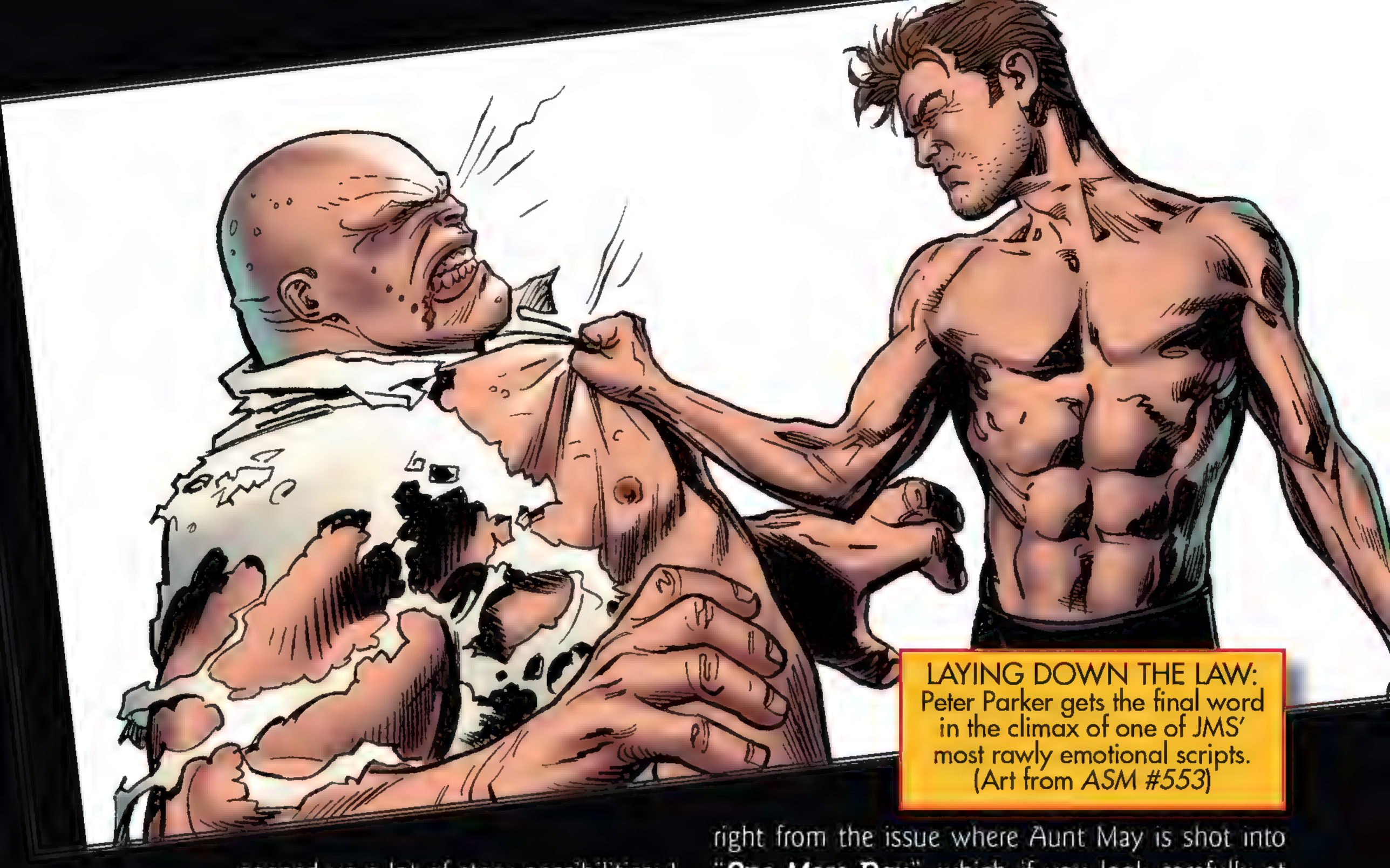
JMS: Peter was always a lone wolf, and joining the Avengers gave him a context, and people he could rely on and confide in and share techniques with, and I think that meant a lot to him.

SPOTLIGHT: Peter's friendship with Tony Stark grew rapidly, and despite its ultimate demise mid-way through ***Civil War***, it was an interesting friendship. What do you think Tony and Peter's relationship was about, and how do you think Peter viewed Tony?

JMS: I think in many ways Tony was a father figure for Peter, in that they had a lot in common and there was a real friendship there. Which is why I liked writing that mentor-ish relationship and didn't much like turning it around later.

SPOTLIGHT: The Spider-Man unmasking during ***Civil War*** – we have to talk about it. Introduced in ***Civil War***, it was in your title that the repercussions were felt. As a writer, how did this change for Peter color your outlook on writing the title?

JMS: It was an editorial decision made at one of the retreats, and I had to work with it as best I could. It



LAYING DOWN THE LAW: Peter Parker gets the final word in the climax of one of JMS' most rawly emotional scripts. (Art from *ASM #553*)

opened up a lot of story possibilities; I went to the mattress on a number of things in ***Civil War***, but again, it's Marvel's character and they have the right and the purview to make decisions about the fate of their characters, that's not really my call.

SPOTLIGHT: Changing gears to "***The Other***" storyline, it saw you working in tandem with the other Spider-Man creative teams and titles to culminate the "***Totem***" story first introduced in your inaugural June 2001 issue. Peter died, and sort-of evolved in a cocoon to a next stage of life. This new Peter Parker, how is he different from the one from before?

JMS: I was never really very happy with how "***The Other***" was handled, and Marvel has fessed up to some problems in coordinating the thing. I felt it was kind of disconnected and lost its focus through diverse writers and elements being put in by one writer that writer B didn't know about. I wanted to use the moment to reset Peter physically and to give him a new lease on life.

SPOTLIGHT: Shortly after "***The Other***", you barreled into "***Back In Black***" which saw an attempt on Peter's life tragically hit Aunt May instead, leaving her on death's door and Peter on the brink. This led to the return of the darker "Black" costume. Was this a natural progression of your arc, or was some of it informed by others?

JMS: I'd wanted, and had always planned, to go right from the issue where Aunt May is shot into "***One More Day***", which if you look carefully at those two issues, they fold right into one another.

SPOTLIGHT: Although your final issue isn't out yet, you've surely turned in your script months ago. How does it feel to be over?

JMS: It feels good on one level, having done the book for this long, and having achieved some good things with it. It's odd not to be writing it, but that's to be expected...like when your tongue keeps going over a tooth that's just been pulled and it's not there anymore.

SPOTLIGHT: Was it a tough decision to leave ***Amazing Spider-Man***?

JMS: Not really. If I stayed much longer, I think I would've begun to suck. ("Too late," some might say.)

Thanks, JMS, for taking the time to recount your tenure on AMAZING SPIDER-MAN. The entire run of JMS's Spidey is available in collected edition hardcovers and TPBs. JMS newest title is the sensational revival of a certain Norse God of Thunder in the pages of THOR. And in 2008, he will premiere the new series THE TWELVE, featuring a cast of Golden Age Timely heroes.

SPIDER-MAN

"One More Day" *Official Handbook of the Marvel Universe profiles*

Writers: Jonathan Couper-Smartt, Mike Fichera, Al Sjoerdsma, Peter Sanderson & Jeff Christiansen • Editor: Cory Levine • Special Thanks to Barry Reese

HISTORY: When Spider-Man first appeared in the public's eye, he was truly unlike any hero who had come before. He was not noble-born like the Sub-Mariner. Unlike the Fantastic Four, he had no headquarters and few resources with which to fight crime. In return for his efforts, he received no money and precious little thanks. Instead, he was just a lonely teenager, a nobody, until fate chose to grant him great power — a power he first squandered at terrible cost to himself and those he loved. Humbled, this ordinary boy grew into a man who could never abandon the responsibility that had fallen upon him. He became Spider-Man, one of the most famous super heroes.

The only child of Richard and Mary Parker, Peter Parker was orphaned as a baby when his parents were killed while overseas on government business. Peter was left in the care of his elderly uncle and aunt, Ben and May Parker, who unhesitatingly raised him as the child they never had. Peter was academically gifted, and he displayed an uncanny affinity for science that was nothing short of genius. Socially, however, he was painfully shy and the target of much cruelty. His uncle and aunt compensated with a steadfast love, but they worried privately what lay in store for the fragile boy.

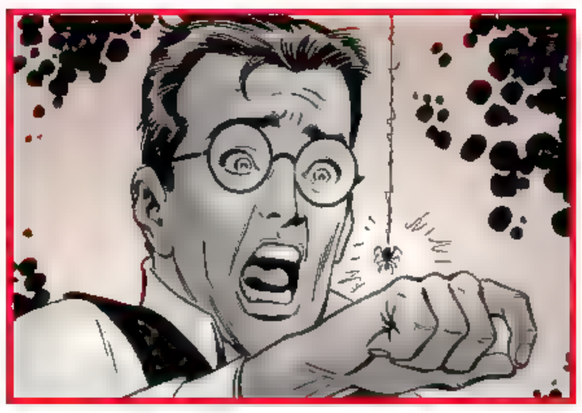
A student at Midtown High School, Peter attended a public, evening exhibition demonstrating the safe handling of nuclear laboratory waste materials. A spider, accidentally irradiated by a particle beam, fell onto Peter's hand and bit him. His hand burning from the wound, Peter left the exhibition in a daze and walked into the path of an oncoming car. Without thinking, Peter jumped onto the side of a wall, to which he stuck with his bare hands. Stunned, he realized he had acquired superhuman powers similar to those of a spider: enhanced strength and agility, and the ability to cling to almost any surface. Most incredibly, he had gained a sixth sense that provided him with early warning of impending danger.

To test his new powers, Peter donned a hastily made mask and took part in an all-comers wrestling match against Crusher Hogan, winning with ease. Spotted by a talent scout who promised to arrange a TV appearance, Peter hurried home and created a more elaborate costume, including his unique Web-Shooters. Thus Spider-Man was born. With his new powers and sudden fame, Peter promised himself he would take care of Uncle Ben and Aunt May. But the rest of the world — those who derided lonely science nerd Peter Parker — were not his concern. So it was that following another TV appearance, when a burglar, pursued by a police officer, ran past Spider-Man, Peter did nothing to intervene.

Returning home one evening a few days later, Peter was horrified to learn Uncle Ben had been murdered — shot by an intruder. Spider-Man located the killer at the old Acme Warehouse at the waterfront, discovering the criminal to be the same man he had failed to stop just days before. Filled with remorse, Peter finally understood that with great power, there must also come great responsibility. That was the first step on his path as a hero, though he did not immediately realize the true nature of his destiny. Unsure how to proceed, Spider-Man attempted to resume his show-business career, but was thwarted by J. Jonah Jameson's crusading editorials in the Daily Bugle. Despite Spider-Man rescuing his son, astronaut John Jameson, from a malfunctioning space capsule, Jonah used his newspaper to publicly condemn Spider-Man as a menace. Unlike the heroes in the Fantastic Four or the Avengers, Spider-Man was mistrusted and feared by the public. At school, his popularity was no greater, as "Puny Parker" frequently clashed with class bully and sports star Flash Thompson and his followers. Flash's girlfriend, the popular Liz Allan, often complicated matters by harboring a crush on "Petey," making Flash jealous.

REAL NAME: Peter Benjamin Parker
ALIASES: Ben Reilly, many nicknames including "Puny Parker," "Spider," "Spidey," "Tiger," "Web-head," "Web-slinger," "Web-spinner," and "Wall-crawler"; formerly Amazing / Bombastic Bag-Man, Captain Universe, Dusk, Hornet, Mad Dog 336, "Man-Spider," Prodigy, Ricochet, Scarlet Spider, "Spider-Hulk," "Spider-Lizard," "Spider-Morphosis"
IDENTITY: Publicly known
OCCUPATION: Adventurer, assistant high school coach, fugitive; former high school teacher, freelance photographer, research scientist
CITIZENSHIP: U.S.A.
PLACE OF BIRTH: Forest Hills, New York
KNOWN RELATIVES: Mary Jane Watson-Parker (wife), May Parker (daughter, deceased), Richard & Mary Parker (parents, deceased), May Parker (aunt), Ben Parker (uncle, deceased), Will Fitzpatrick (grandfather, deceased), Ben Reilly (clone, deceased), Kaine (clone), other deceased clones, Madeline Watson (mother-in-law, deceased), Philip Watson (father-in-law), Gail Watson-Byrnes (sister-in-law), Kevin and Tommy Byrnes (nephews-in-law), Anna Watson (aunt-in-law) and other Watson-family in-laws
GROUP AFFILIATION: Avengers (unsanctioned team); formerly Avengers, Secret Defenders, Outlaws, Daily Bugle Staff, Tri-Corp Research
EDUCATION: Doctorate studies in biochemistry at E.S.U (incomplete)
FIRST APPEARANCE: Amazing Fantasy #15 (1962)

Art by Phil Jimenez with Steve McNiven & Scot Eaton (insets)



Art by Lee Weeks

Failing to find paid employment with the Fantastic Four, Spider-Man battled the Chameleon to protect his reputation. It was not until Jameson offered a reward for photos of the Vulture that Peter recognized he could fulfill his debt to Uncle Ben by fighting crime, while selling photos of the action to pay his bills. Spider-Man soon found himself facing a bewildering array of powerful thieves, gangsters, and megalomaniacs including the Tinkerer, Doctor Octopus, the Sandman, Doctor Doom, and Electro. In Florida, he befriended Dr. Curtis Connors after administering an antidote to reverse the scientist's transformation into the terrible Lizard. Though he had many enemies, he also shared adventures with the Fantastic Four (including his rival, the Human Torch), the Avengers, the X-Men, and Daredevil. At the Daily Bugle, he discovered a friend and his first love, Jameson's secretary, Betty Brant. A shy girl, Betty was captivated by the peril that surrounded Peter's photographing of Spider-Man. When that dangerous world cost her brother, Bennett Brant, his life at the hands of mobster Blackie Gaxton, Peter understood for the first time the deadly threat Spider-Man presented to those he loved. Dating Betty became awkward, as Betty at first held Spider-Man responsible for Bennett's death. Though she later recanted, the thought of Spider-Man still reminded her of losing her brother.

Even more villains clashed with Spider-Man, including the Green Goblin, the Big Man and the Enforcers, Mysterio, and Kraven the Hunter. At home, Aunt May suffered a heart attack, causing Spider-Man to abandon a fight with the Green Goblin, further tarnishing Spider-Man's reputation. May's fragile health and the Parker family's poor finances were lingering concerns.

Frustrated by their defeats at the hand of Spider-Man, six of his top villains gathered forces under Doctor Octopus to form the Sinister Six. Through wits and determination, Spider-Man defeated the group one at a time. Peter Parker's confidence gradually increased. At the same time, his relationship with Betty crumbled as handsome reporter Ned Leeds stole her heart. Jameson took his campaign against Spider-Man to a new level, sponsoring Dr. Farley Stillwell to transform private detective Mac Gargan into the deranged Scorpion. Though the Scorpion turned on Jameson, the publisher persisted with attacks against Spider-Man, and rented the first of a series of robotic Spider Slayers invented by Dr. Spencer Smythe. Spider-Man was able to use his technical know-how to defeat the Slayer.

While Aunt May persisted in her attempts to introduce Peter to Mary Jane Watson, the niece of neighbor Anna Watson, Spider-Man tackled organized crime led by the Crime Master and the Green Goblin. Tired of the Bugle's harassment, Peter tried selling pictures to the Daily Globe but gave up when the Globe's editor proved too nosy.

After capturing a new foe, the Molten Man, Peter Parker graduated high school and was awarded a science scholarship to Empire State University (ESU) for earning the highest scholastic average in Midtown High's history. College brought a fresh start with new peers, including fellow science majors the wealthy Harry Osborn, son of industrialist Norman Osborn, and beauty queen of Standard High, Gwen Stacy; Flash Thompson followed Peter to ESU on an athletic scholarship. Consumed with worry about his aunt's hospitalization, Peter was misunderstood as an unfriendly snob by Harry and Gwen. Because a previous transfusion of his radioactive blood to Aunt May was slowly killing her, Spider-Man enlisted aid from Dr. Connors. Before Spider-Man could administer Connors' antidote, ISO-36, he was trapped under rubble in a battle with the "Master Planner" (revealed to be Doctor Octopus). Spider-Man courageously forced his way out to administer the elixir to Aunt May.

While Aunt May convalesced, Peter relaxed and befriended Harry and Gwen. He also resolved his differences with Flash. Together, the four close-knit friends would often hang out at a café called the Coffee Bean. Soon after, the Green Goblin negated Spider-Man's spider-sense, kidnapped him, and discovered Spider-Man's true identity. Revealing himself to be Harry's father, the Goblin battled Spider-Man, but the web-spinner triumphed, knocking the Goblin into live wires and chemicals. Norman was left with partial amnesia, blocking his memories of being the Goblin.

The Avengers invited Spider-Man to join their ranks, but after facing the Hulk, he declined the offer, preferring the freedom of working alone. Meanwhile, Peter could no longer evade meeting Mary Jane. Assuming the worst, Peter was stunned to discover she was both gorgeous and vivacious. Their first date involved riding into the city on Peter's new motorcycle to take pictures of the Rhino. Peter was unaware that Mary Jane secretly knew about his alter-ego since the day of Uncle Ben's murder. After another battle with the Lizard and new foe, the Shocker, Peter moved into Harry's apartment, rent free. Despite his newfound independence, happiness eluded him. Worn out by Jameson's editorials, the public's fear of him, Aunt May's fragile health, slipping grades, and floundering love life, Peter decided to become Spider-Man no more. While Peter enjoyed time studying, and being with friends and family, crime escalated as the Kingpin initiated his master plan to oversee the criminal underworld. After Peter rescued a watchman resembling his Uncle Ben from two robbers, he renewed his vow to never let an innocent come to harm because he failed to act.

Subsequently, Spider-Man battled the Kingpin, Doctor Octopus (who became Aunt May's boarder), a new Vulture, a new Spider Slayer, and Mysterio. He and the Human Torch went to Hollywood, where they tackled Mysterio and the Wizard. Though Peter dated Mary Jane on occasion, he soon fell for the more serious-minded Gwen, causing tension between Harry and himself. Peter met Gwen's father, retired police Captain George Stacy, who studied Spider-Man, and questioned Peter about his first-hand experience photographing the wall-crawler. Using Norman Osborn's high-tech equipment, the Kingpin brainwashed Capt. Stacy, leading him to steal police records. When Peter published pictures exposing Stacy, the Kingpin kidnapped George and Gwen. Spider-Man and Norman Osborn rescued the two, but the Kingpin escaped. The Kingpin next focused on stealing a legendary stone tablet but Spidey retrieved it, and left it with Capt. Stacy. The Shocker stole it back, and Dr. Connors was forced by Man Mountain Marko to translate it for an aged gangster, Silvermane. Connors revealed a formula for a youth potion. Silvermane drank the liquid, becoming a young man again. Tragically, he could not stop the de-aging process, and shrank so small, he ultimately disappeared. Meanwhile, the stress on Dr. Connors triggered a reptilian transformation again. After a fierce melee across the city, with unwelcome help from the Human Torch, Spider-Man rescued Connors.

Peter discovered old newspaper clippings which said that his parents were actually international spies guilty of treason against America. Traveling to Europe, Spider-Man faced the communist Red Skull (Albert Malik), and uncovered evidence of his parents' double-agent status, clearing their names. Though Peter's frequent, unexplained disappearances as Spider-Man caused friction with Gwen, their love for each other gave Peter hope for a happy future together. As their bond grew ever stronger, it was observed approvingly by Gwen's father, who also supported Spider-Man's efforts. But tragedy struck when a falling chimney crushed Captain Stacy as he saved an innocent child during a battle between Spider-Man and Doctor Octopus. With his dying breath, Captain Stacy told Spider-Man to "be good" to Gwen. The web-slinger had lost a great ally, and Gwen blamed Spider-Man for her father's death. Peter's conscience, already tormented by the ever-present need to lie to Gwen, became even more troubled. Yet their love prevailed through life's challenges — including Harry's drug addiction and Peter's aborted attempt to remove his own powers, which instead resulted in a freakish transformation for a time, growing four

additional arms. After clashing with Morbius, the "living vampire," Peter and Gwen traveled to the Savage Land on assignment for the Daily Bugle. With help from Ka-Zar, Spider-Man rescued Gwen from being made Kraven the Hunter's queen. Spider-Man traveled to the 23rd century with Iron Man to face Kang the Conqueror and Zarrko the Tomorrow Man. With the Human Torch, Spider-Man stopped Zarrko's time bombs.

While Harry continued to succumb to his drug addiction, Norman Osborn relapsed into the Goblin persona, blaming Spider-Man for Harry's condition. The Green Goblin kidnapped Gwen and knocked her off the top of the Brooklyn Bridge. Spider-Man tried to save her with a webline, but failed, snapping her neck during the rescue attempt. In the vicious battle that ensued, Norman's Goblin Glider accidentally impaled him. Harry secretly observed his father's apparent death, swearing revenge on Spider-Man. Peter returned home devastated; like Uncle Ben's murder, Gwen's death haunted Peter from that day forward.

After helping John Jameson revert back from being the Man-Wolf, and a trip to San Francisco to help get his mind off of Gwen, Spider-Man had his first encounter with the Punisher, who was tricked into targeting Spider-Man. Aunt May nearly married Doctor Octopus but for the interference of Spider-Man and mobster Hammerhead. Harry soon embraced his father's legacy by becoming the new Green Goblin, kidnapping those Peter loved most — but Spider-Man prevented him from finishing the work Norman had started. Meanwhile, Peter and Gwen's college professor, Miles Warren, had begun his own deadly schemes as the Jackal. He blamed Spider-Man for the death of Gwen, with whom he had fallen in love. The Jackal's ultimate plan, the creation of clones of Spider-Man and Gwen, was a success through funding and technological support from an enigmatic masked Scrier, sent unbeknownst to Warren by Norman Osborn, who had survived and fled to Europe. In the meantime, Peter and Mary Jane realized their relationship had become far more than just a friendship. However, the appearance of Gwen Stacy's clone derailed Peter's courtship with Mary Jane — and sent Aunt May to the hospital with another heart attack. While Spider-Man was distracted facing the Scorpion and a South American terrorist, the Tarantula (Anton Rodriguez), the Jackal's schemes reached fruition: Spider-Man was captured and forced to battle his clone in Shea Stadium. At the conclusion of the fight, both the Jackal (actually a clone) and Spider-Man's clone were believed killed. Gwen's clone fled to make a new life for herself. With their departures, Peter's life returned to normal, as much as it ever could for a college student who was secretly a costumed hero.

Art by Gil Kane

In his senior year at ESU, Peter teamed up with many of the world's greatest heroes, including Dr. Strange, Thor, the Avengers, the Fantastic Four, Power Man and Iron Fist, and Daredevil. New enemies arrived on the scene, including Stegron the Dinosaur Man, ethereal Will O' The Wisp, the skateboarding Rocket Racer, and a new Green Goblin, Bart Hamilton — Harry's therapist. Shortly before his college graduation, Peter proposed to Mary Jane, but having seen so much pain in her own family, and unsure how she could handle being married to Spider-Man, she flippantly rejected him. She left New York to pursue a modeling career in Florida. Meanwhile, Peter's closest friends had begun to find their own lives. Liz Allan was dating a psychologically recovering Harry Osborn, and the two married. Flash Thompson was searching for a life after football and the army with his girlfriend, Sha Shan. Betty Brant married Daily Bugle reporter Ned Leeds. With Peter's friends and loved ones forming cozy couples, Mary Jane's departure was all the more unsettling. It was a time for new challenges and new friends. But one thing would never change: the ever-present responsibility Peter faced as Spider-Man.

Already heartbroken, Peter Parker learned his beloved Aunt May had died in the Restwell nursing home. This last event, however, turned out to be an illusion created by Mysterio (Quentin Beck) who, with the Burglar, Uncle Ben's killer, sought a treasure hidden in the Parker home. When the Burglar, holding the still-living May hostage, discovered that Spider-Man was Peter Parker, the terrified criminal suffered a fatal heart attack. May revealed that silverfish had eaten the sought-after treasure. After graduating from ESU, Peter continued his studies with graduate work there, gaining a teaching assistantship in biochemistry while working as chief photographer at the Daily Globe, having been fired from the Daily Bugle by an increasingly irrational J. Jonah Jameson. Spider-Man contributed to Morbius' cure when the Living Vampire was struck by lightning while drinking Peter's radioactive blood, but a previous exposure to radioactive feedback while curing Curt Connors transformed the web-slinger into the Spider-Lizard, who rampaged through the city until aided by the courageous Dr. Connors.

During graduate school, Peter had many failed romances. He dated fellow student Cissy Ironwood, but she moved west after her father died. Undergraduate Dawn Starr attempted to seduce Peter in order to steal a science exam. A beautiful, new apartment neighbor who caught Peter's eye was actually a disguised Llyra, newest member of the criminal Frightful Four. Peter was attracted to fellow teaching assistant Marcy Kane, but ended up asking shy, science department secretary Debra Whitman out instead. Unfortunately, Peter's frequent date-breaking in order to web-swing only increased Deb's inferiority complex. At the Globe, Peter met and immediately disliked fellow photographer Lance Bannon; later, circulation manager Rupert Dockery's attempted murder of reclusive Globe owner K.J. Clayton resulted in suspension of the paper's publication. Jonah Jameson, having recovered from insanity induced by criminal scientist Jonas Harrow, soon offered Peter his old Bugle job.

While Peter tried to sort out his love life, Aunt May informed him that she was engaged to fellow nursing home resident Nathan Lubensky. Tired of Peter's undependability, Deb Whitman started seeing Biff Rifkin, an old flame from her hometown. An accidental merging of foes Sandman and Hydro-Man created the Mud-Thing, which so unsettled Sandman after the two villains separated that he went straight, becoming Spider-Man's ally. Harry Osborn and Liz Allan re-entered Peter's life, newly married and menaced by Liz's step-brother, the Molten Man. Spider-Man met the ruthless vigilantes Cloak and Dagger and became romantically entwined with his old foe the Black Cat (Felicia Hardy). He was again temporarily transformed, this time into a man-spider by the mutant Brainchild and

fought a seemingly hopeless fight against the Juggernaut until steering his "unbeatable" foe into a wet concrete foundation. Overwhelmed by it all, Peter gave up his teaching assistantship, even as Amy Powell began pursuing him in order to make her boyfriend Lance Bannon jealous. From the mundane to the cosmic, Spider-Man joined other super heroes at the deathbed of Captain Marvel (Mar-Vell) on Saturn's moon, Titan, yet fled from the room, shaken that cancer could kill such a hero. Soon after, he was present at the debut of the new Captain Marvel (Monica Rambeau).

In his private life, Peter helped Aunt May move back into their Forest Hills home, creating a boarding house for Nathan and other Restwell residents. He learned that Deb Whitman was schizophrenic and had come to believe that Peter was Spider-Man. When Peter unmasked for her, Deb thought he rented a costume to shock her back to normal. Grateful, she returned to her Midwest hometown. Right after Deb's departure, Spider-Man and the Black Cat were drawn into a war between Dr. Octopus and the Owl, during which the Cat nearly died when shot by Octopus' men. At the Cat's hospital bedside, Spider-Man recognized the depth of his feelings for her. Felicia received amnesty courtesy of police Captain Jean DeWolff while recovering in the hospital. Meanwhile, a fleeing bank robber stumbled on a hidden Green Goblin lair. He passed its location on to a mysterious figure who murdered him, and then used Goblin technology to create the Hobgoblin identity. Finding himself physically overmatched against Spider-Man, the Hobgoblin found the formula for the Goblin's super-strength, testing it on henchman Lefty Donovan to filter out its explosive side-effects, hypnotizing Lefty into thinking he was the Hobgoblin and killing him when Spider-Man got too close to the truth.

As Spider-Man's relationship with the Black Cat grew, Mary Jane returned to Peter's life. Still overwhelmed, Peter quit the ESU graduate program altogether. He took time out of his search for the Hobgoblin to reveal his identity to Timothy Harrison, a nine-year-old fan dying of leukemia, and to the Black Cat, who reacted to unglamorous Peter Parker with horror, only wanting to love Spider-Man. With the Hobgoblin blackmailing him, Jonah Jameson admitted his role in the Scorpion's creation and resigned at the Daily Bugle. Later, Spidey's battle with the Hobgoblin led to the villain's apparent drowning in the Hudson River. Blaming herself for Spider-Man's injuries in a battle with Cobra and Mr. Hyde, the Black Cat sought super-powers, eventually receiving "bad luck" abilities from the Kingpin. Spider-Man's later discovery of Felicia's deceit about her powers, and her distaste for his life as Peter Parker, began the dissolution of their relationship. Soon after the Cat's power search, Spider-Man and other super-beings were drawn to the patchwork planet Battleworld by the near-omnipotent Beyonder as participants in the Secret War. There, Spider-Man received a glob from a strange machine that became a black costume that responded to his mental commands. Later discovering the costume was a living alien symbiote, Peter had it forcibly removed and captured by Mr. Fantastic. Escaping, the symbiote fought to reattach itself, finally sympathetically saving Peter's life before apparently dying. Felicia made Spider-Man a new, black cloth costume.

Before the Black Cat could selflessly break up with Spider-Man (fearing her bad luck would ultimately kill her lover), Spider-Man instead broke up with her, tired of her recklessness, lies, and love only of his costumed identity. As the Spidey-Cat relationship waned because of her superficiality and deception, Mary Jane grew closer to Peter through her honesty and maturity. She shocked Peter with her knowledge of his dual identity, and shared with him the secrets of her tragic, dysfunctional upbringing. Meanwhile, Jonah Jameson married Dr. Marla Madison, Harry and Liz Osborn had a son "Normie," the Hobgoblin returned, and the Beyonder came to Earth to experience humanity. Spider-Man proved remarkably resilient in defeating the cosmic-powered Firelord. Ned Leeds caught Flash Thompson flirting with his wife, Betty Brant, and soon after Flash was framed as the Hobgoblin. The framing seemed mere coincidence when agents of the Foreigner murdered Ned in Germany while the Hobgoblin remained active but Ned was later revealed to be the Hobgoblin, his identity usurped by Jason Macendale, formerly Jack O'Lantern.

Art by Olivier Coipel

Tragedy struck Spider-Man's life again when the Sin-Eater (police Sergeant Stan Carter) murdered Jean DeWolff. After experiencing too much bad luck from prolonged exposure to the Black Cat, Spider-Man had Dr. Strange remove the curse, which eliminated Felicia's powers just when she most needed them. Felicia briefly allied herself with the Foreigner in retaliation. Again, Peter Parker proposed marriage to Mary Jane; she accepted this time, and the wedding went smoothly although both bride and groom were fashionably late to the ceremony. Soon after, Mary Jane learned about super hero married life when Peter disappeared for two weeks, buried alive by Kraven the Hunter, who took over Spider-Man's identity and defeated Vermin — an opponent Spider-Man was previously unable to defeat — before committing suicide. Things got worse when the still-alive symbiote, seeking revenge, bonded with discredited journalist Eddie Brock to create Venom who, owing to the symbiote's memories, knew Spider-Man's secret identity. His resemblance to Spider-Man so frightened Mary Jane that Peter promised to never wear the black costume again. At this time, Mary Jane's super-model career took off, allowing the Parkers access to the exclusive Bedford Towers apartments. Peter returned to school; meanwhile Wiltonbooks published "Webs," a collection of his Spider-Man photos, sending him on a book tour that included a Tonight Show appearance. Unfortunately, Bedford Towers owner Jonathan Caesar, an obsessed Mary Jane fan, had offered the apartment in order to kidnap her. When his plan failed, Caesar retaliated by arranging the Parkers' eviction, forcing them to move back in with Aunt May. Caesar also used his influence to deprive Mary Jane of future modeling assignments. Spider-Man learned that the Gwen Stacy clone was actually a woman named Joyce Delany infected with a genetic virus; and during a demonic invasion of New York, the Hobgoblin (Macendale), seeking power, was merged with a demon.

Through it all, Spider-Man battled old enemies such as Chameleon, Mysterio, Scorpion and Gibbon, faced new foes like Fusion, the Rose, the Answer, Skinhead, Styx and Stone, and the Lobo Brothers, and teamed up with Dazzler, Nightcrawler, Werewolf By Night, Howard the Duck, Devil Slayer, King Kull and Dominic Fortune, among others.

Mary Jane's teenage cousin Kristie moved in with the Parkers and was hospitalized with bulimia; Bugle Editor-in-Chief Joe Robertson was convicted and imprisoned for concealing knowledge of murders by Tombstone; Nathan Lubensky learned he had six months to live; Thomas Fireheart (Puma) took over ownership of the Daily Bugle; the Parkers moved into a SoHo loft right above Harry and Liz Osborn; Felicia, horrified that Peter and Mary Jane married while she was away, dated Flash Thompson intent on breaking his heart just to spite Peter; and Mary Jane was cast in the soap opera, Secret Hospital. After briefly wielding the cosmic Uni-Power, Spider-Man despaired over his failures and the Chameleon tricked him into losing his powers altogether. The Black Cat helped restore his abilities, sacrificing her own powers in the process. Spider-Man faced threats from hitman Tombstone, a demon-possessed Hobgoblin (Jason Macendale) who spawned the Demogoblin, vengeful Cardiac, new Spider Slayers, cybernetic Alistaire Smythe, sociopath Shriek, the Jury's armored vigilantes, rat-man Vermin, monstrous Doppelganger, mutant mentalist Judas Traveller, Kraven's son the Grim Hunter, and a female Doctor Octopus. Spider-Man joined the Avengers, but never served full-time before resigning; he and Puma briefly helped

form the Outlaws to combat an ancient threat, but their rivalry intensified to a mystical level, leaving Spider-Man triumphant and Puma degraded into a beast. Venom's spawn bonded with serial killer Cletus Kasady, forming the savage Carnage, who led fellow menaces in a horrific killing spree across New York City, ultimately halted by Spider-Man, the Black Cat, Venom and others.

Now dominated by his sinister Green Goblin persona, Peter's best friend, Harry Osborn, tormented Peter, Mary Jane and his own family until his experimental Goblin-strength formula killed him. Before dying, he masterminded a plot whereby the Chameleon created android duplicates of Peter's deceased parents, supposedly still alive. Peter was devastated to discover the truth, and retreated into being Spider-Man. From Europe, Norman Osborn had Peter's Aunt May kidnapped and replaced by an ailing genetic duplicate. News of May's failing health attracted Spider-Man's long-lost clone, who survived the battle at Shea Stadium. Calling himself Ben Reilly, the clone befriended Peter. The resurrected Jackal subsequently tricked them into believing Peter was the clone. The Aunt May imposter died of natural causes, and a grieving Peter was arrested for a murder committed by another Parker-clone, the deformed Kaine, who later confessed to the crimes. With the Jackal killed and Mary Jane pregnant, the Parkers left New York, handing Ben the Spider-Man identity. Temporarily losing his powers in Seattle, Peter regained them on returning to New York during Onslaught's forces' ravaging of Manhattan. Disgusted by Peter's adaptation to every hardship, Norman Osborn returned to America, had Mary Jane poisoned, causing a miscarriage, and killed Ben, whose subsequent disintegration confirmed he was the clone all along.

Peter and Mary Jane returned to college, where they met Gwen's cousins, Jill and Paul Stacy. Spider-Man uncovered Roderick Kingsley as the true Hobgoblin, clearing Ned Leeds' name. While Spider-Man dealt with a rejuvenated Vulture, Morbius, and gang leaders Don Fortunato, the Black Tarantula and the new Rose (Jacob Conover), Osborn bought the Daily Bugle and framed Spider-Man for murder; Peter adopted four alternate costumed identities to continue his heroic activity until he cleared his name. Discovering his Aunt May was still alive, Spider-Man rescued her and defeated the delusional Osborn. Trying to start a new chapter of their lives, Peter promised Mary Jane he would quit being Spider-Man, moved into an upscale apartment, and obtained a job at Tri-Corp Research Foundation, while Mary Jane resumed her career as a model. Despite his promise, Peter Parker's sense of responsibility drove him back to heroics and into battles with a new Sinister Six, a villainous Spider-Woman, and the alien Z'nox.

Mary Jane, harassed by an unknown stalker, boarded a plane which subsequently exploded mid-air. While Peter struggled to accept her death, Mary Jane was truly not dead, but was forced off the plane before take-off, and kidnapped by the Stalker. Spider-Man managed to rescue her and defeat the Stalker, only to learn she had made her choice: she could no longer be with him. Mary Jane relocated to the West Coast, leaving Peter to struggle with a loss almost as traumatic as her apparent death. Stunned, he moved into a place of his own and resumed his bachelor lifestyle. Peter turned to Aunt May, but she was devastated to discover his greatest secret: Visiting unannounced, she found him asleep following his grueling victory over Morlun — bloodied and battered, his shredded costume piled in a heap on the floor next to his bed. After coming to terms with Peter's double life, May became one of his strongest supporters, and the two grew closer than ever. May also prompted Peter to return to Midtown High teaching science part time. With renewed hopes, Peter and Mary Jane agreed to try to make their marriage work. After their time apart, Peter earnestly promised Mary Jane that he truly needed her in his life.

Peter was made to question his powers by the mysterious Ezekiel, who shared the same abilities and said they derived from magic. Ezekiel had stolen his powers through a mystical ceremony and needed to sacrifice

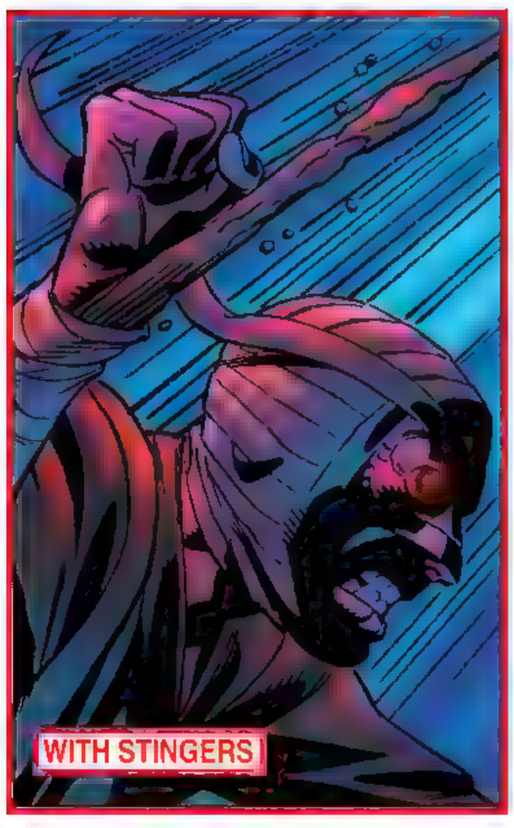
Art by John Romita Jr.

Spider-Man to keep them. When his ritual joined their minds, however, Ezekiel realized Spider-Man was the worthy hero and sacrificed himself.

Back home, Spider-Man fought the two adult children of his ex-love, Gwen Stacy. Years before, Gwen had slept with Norman Osborn and secretly given birth to twins, Gabriel and Sarah. After his own "death," Osborn helped raise the pair, who were aging rapidly due to their genetic inheritance of the Goblin formula. Osborn told them that Peter was their father and had killed their mother but Spider-Man eventually made them face the truth.

Osborn also revealed Spider-Man's identity to Mac Gargan, the Scorpion, and had him kidnap Aunt May. Osborn had been publicly revealed as the Green Goblin and jailed after murdering journalist Terri Kidder. He knew big businesses had been conspiring since the 1950s to create super-villains and, as a potential whistle-blower, was an easy target in prison. Osborn wanted Peter to break him out in return for May's freedom but, when Peter did, a battle erupted with the Sinister Twelve, including Gargan himself — now a new Venom after bonding with the alien symbiote. Around this time, Spider-Man met the Queen, who had powers allowing her to control the world's insects, eventually causing Spider-Man to mutate into a giant spider. She planned to detonate a bomb that would kill everyone except those with the insect gene but Peter returned to his human form, albeit with enhanced powers, and stopped her.

Becoming a full-time member of the heroic Avengers, Spider-Man moved into luxurious Stark Tower along with Mary Jane and his Aunt May. The barriers he kept between himself and his super heroic peers were lowered when he shared his secret identity with the Fantastic Four and his fellow Avengers. Tony Stark grew fond of Parker, viewing him as a protégé. After dealing with a massive super-villain prison breakout, a Savage Land conspiracy, the global subversive group Hydra and new robotic enemy Tracer, Peter developed a mysterious terminal illness, leaving his colleagues baffled. Already weakened, he was ill-prepared for the return of the vampiric Morlun, who savagely beat Spider-Man, ripped his eye out and consumed it. Morlun returned to finish the kill, but when Morlun threatened Mary Jane, the hospitalized Spider-Man used his remaining strength to stab and kill Morlun with venomous stingers from his arms before dying himself. Astonishingly, a rejuvenated Parker emerged from Peter Parker's corpse, cocooned himself, and returned with new powers, enhanced abilities and miraculously healed injuries. Parker had embraced the totemic forces of the spider via the spider god, the Great Weaver. A new creature also emerged from the corpse, Spider-Man's counterpoint Ero, who fled and also entered a cocoon.

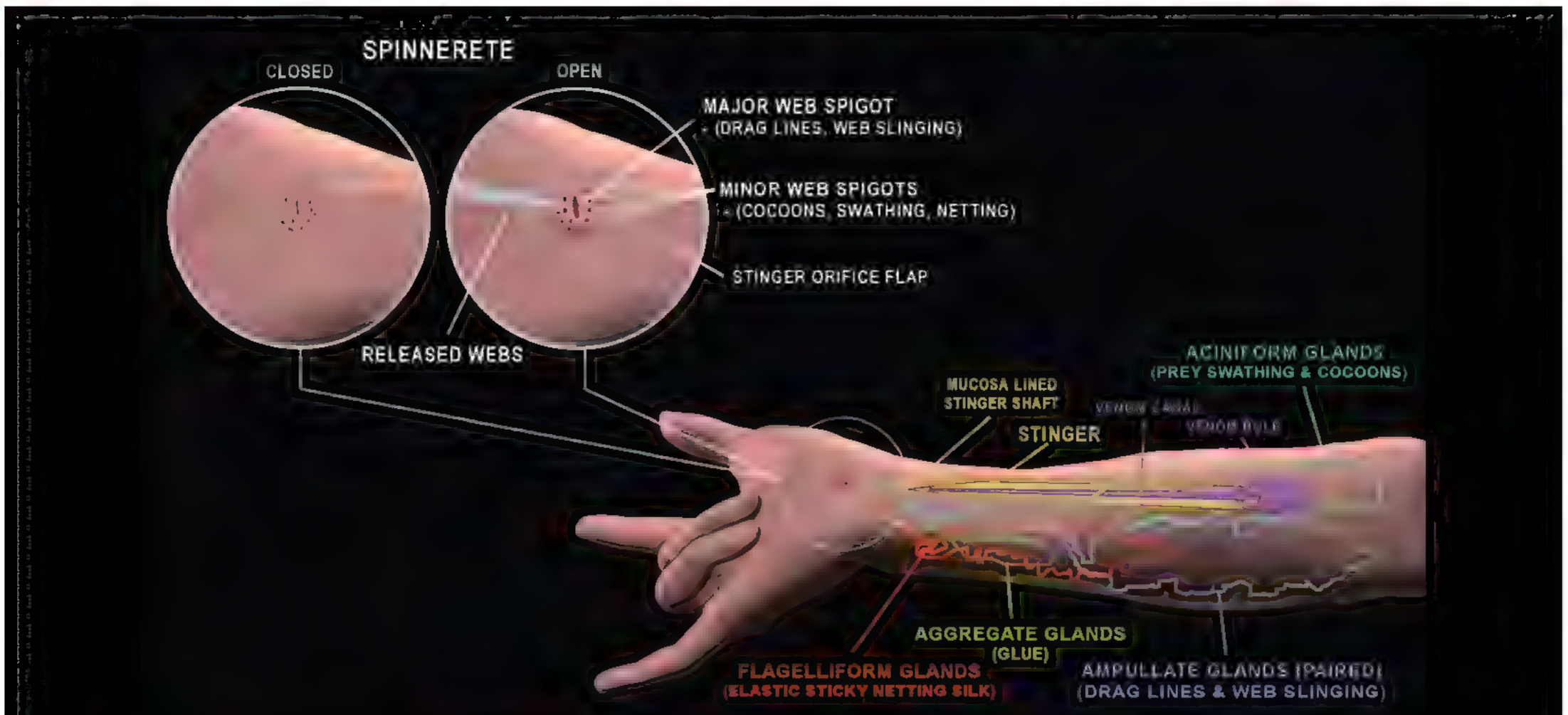


Art by Mike Wieringo

As a "rebirth" present, Tony Stark made a high-tech, armored costume for Spider-Man. In the aftermath of a tragedy in Stamford, Connecticut, where the villain Nitro killed an entire elementary school full of children, the U.S. government fast-tracked the Superhuman Registration Act requiring the super hero community to register themselves as living weapons of mass destruction and reveal their identities to the government. The act was supported by Tony Stark, who became the leader of the Pro-Registration movement, while Captain America led other heroes in opposing the Act. To support Iron Man, and perhaps to obtain ever-elusive public respect via compliance with the Act, Spider-Man made the difficult decision (with support from May and Mary Jane) to reveal his identity to the world during a press conference. Facing the dangers of public exposure imposed upon his family and loved ones, and the prospect of having to capture his renegade anti-registration friends in what had become an all-out civil war among the super-powered, Peter regretted his decision. After witnessing the death of rebel hero Goliath (Bill Foster) and the establishment of a horrific Negative Zone prison for captured heroes who refused to register, Parker abandoned the registration movement with his family, battling Iron Man during his exit.

Art by Steve McNiven

Slipping into the sewers, Spider-Man was nearly captured or killed by the government-sponsored Jester (Jody Putt) and Jack O'Lantern (Steven Levins) until the vigilante Punisher apparently slew Parker's attackers. The Punisher brought the wounded Parker to Captain America's underground bunker, where he was drafted into the rebellion. He returned to his family, staying in a run-down motel. Interrupting a live news broadcast, Spider-Man publicly admitted his mistake in signing onto the Registration Act, and vowed to fight anyone who attempted to enforce its directives. On the run, and living in a run-down motel, Parker has since faced some of his darkest days. Some friends, like Betty Brant, remained loyal; others, like Liz Osborn, were used as pawns by his enemies; longtime employer J. Jonah Jameson now furiously hated him as both Spider-Man and Peter Parker. An alternate version of his beloved Uncle Ben walked the streets thanks to the Hobgoblin of 2211 AD. This Uncle Ben was killed by the Chameleon of 2211 AD, who assumed his identity until defeated by Spider-Man. Ero, posing as school nurse Miss Arrow, revealed her intention to mate with and kill Flash Thompson to give birth to thousands of entities like her; aided by Betty Brant, Spider-Man ended her threat. One of the Kingpin's snipers shot and nearly killed Aunt May, leaving her in a coma. The anguish of yet another loved one injured because of his life as Spider-Man embittered the hero. With his identity exposed, accused of being a traitor, and a fugitive from the law, Spider-Man returned to his black costume, reflective of his dark and troubled life.



HEIGHT: 5'10"
WEIGHT: 167 lbs.
EYES: Hazel
HAIR: Brown

ABILITIES/ACCESSORIES: Since first gaining his powers, Spider-Man has undergone an augmentation after his transformation by the Queen, and an additional alteration after his recent rebirth. Spider-Man possesses superhuman strength (now capable of lifting 20 tons under optimal conditions), reflexes (now faster than an average human by about a factor of 18, often able to dodge bullets if he is far enough away), endurance (able to fight for hours without rest), and equilibrium; the ability to stick with great tenacity to most surfaces; and a subconscious premonitional "danger" sense. The irradiated Common House Spider (Achaearanea tepidariorum) which bit Peter Parker was apparently already mutated from prior exposure to certain radiation frequencies and received a final, lethal dose during Parker's attendance of a science exhibition. The radioactive, complex mutagenic enzymes in the spider's blood that were transferred via the bite triggered numerous body-wide mutagenic changes within Parker.

Spider-Man's superhuman metabolism enables him to heal rapidly from injuries. The composition of his skeleton, inter-connective tissues, muscles and nervous system has all been enhanced. Spider-Man is extraordinarily limber, with tendons and connective tissue twice as elastic as an average human being's, despite his enhanced strength. He has developed a unique fighting style that exploits his agility, strength and equilibrium. With his enhanced physiology, he can run faster than the fastest normal human, though he typically uses a combination of his acrobatic leaps and web-slinging to travel rapidly.

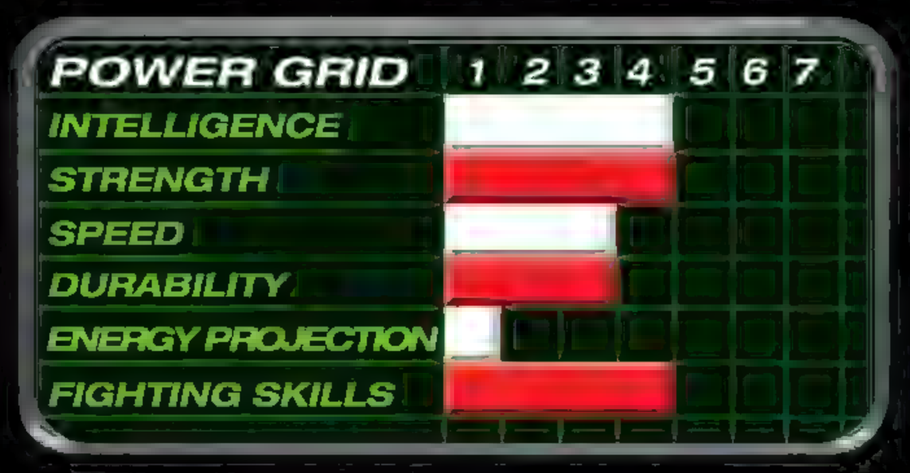
Spider-Man can mentally control the inter-atomic attraction between molecular boundary layers. The ability to affect the attraction between surfaces is limited to his body and another object with an upper limit of several tons per finger. This attraction had been concentrated in his palms and soles; however, since his rebirth, this attraction is enhanced throughout the rest of his body

Spider-Man's "spider-sense" alerts him to imminent danger via a tingling sensation in the back of his skull. This sense is linked with his superhuman kinesthetics, incorporated into his fighting style, providing the ability to evade most any injury unless he cognitively overrides his autonomic reflexes. He can discern the severity of danger by the magnitude of the tingling sensation, and can experience a more vague general response to threats up to several minutes away. Parker's spider-sense has recently been enhanced by his transformation at the hands of the Queen to include a stronger psychic alignment with his environment, especially with other arachnids and insects, and greater precision discerning the source and nature of threats; the full extent of this enhancement has not been explored. He is particularly connected to the populations of spiders, though unable to communicate with them directly or command them. In one instance, spiders voluntarily covered his unconscious body, concealing him from Morlun's predation. On occasion, Spider-Man has used his spider-sense for ascertaining non-threatening information, such as detecting the concealed presence of loved ones or for receiving broadcasts from his spider-tracer devices attuned to his spider-sense.

Since the Queen's transformation, Parker can produce silk from glands within his forearms, limited by his body's health and nutrition. These organic webs have many similar properties to the artificial webbing, though they require a week to decay rather than decomposing within two hours. The silk is released through a spinneret near each wrist containing a central web spigot orifice used for web-slinging and drag lines, supplemented by several radial minor spigots for other types of webs (sticky nets, cocoons, prey swathing, etc.) connected to specialized glands. Each arm also contains an ejectable stinger that can release a polyamine venom, causing direct trauma and/or flaccid paralysis via interference with nerve impulse transmission. While a typical injection may paralyze a normal adult human for several hours, the impalement proved fatal to the nigh-invulnerable Morlun. How it pierced Morlun's skin is yet unknown, and may involve mystical factors. Parker has subconsciously extended his stingers in response to stress and is still learning greater control.

In addition to his increased strength, agility, healing and control over somatic molecular attraction, other recent new abilities resulting from his rebirth include night vision and increased sensory awareness via tactile interpretation of vibratory patterns transmitted over his web lines and via superhuman awareness of air movements across his body hairs.

Parker is a gifted scientist, skilled photographer, self-taught inventor and naturally talented teacher. His greatest assets include his fierce willpower and determination.



MAY PARKER

HISTORY: May Reilly was a strikingly beautiful but naïve young woman who lived with her parents in Brooklyn during a nationwide depression. When May's father walked out, her mother raised her begrudgingly — not bothering to conceal the fact that she saw May as nothing more than an unwelcome burden.

When May was a young woman, two men vied for her affection. One was a flashy, wealthy man named Johnny Jerome; the other, a carnival barker named Ben Parker. May believed she was in love with Johnny, whom she thought offered her more promise during the time of economic hardship than did Ben. Ben warned May that Johnny was actually a criminal, but she dismissed Ben's warnings as jealous slander. One day, however, Johnny unexpectedly proposed to May, saying he wanted them to leave together right away. May heard the police on the street, and realized something was wrong. Ben stormed in, telling May that Johnny had just robbed a jewelry store, and had shot a man who tried to call for help. May then realized Johnny was indeed a criminal, and rejected his proposal. Johnny was captured by the police and convicted for murder and burglary.

May Reilly set aside her fantasies about marrying someone well-to-do financially and began to make decisions about the direction of her life. Coming to appreciate Ben Parker, and his devotion to her, May fell in love with him. She married Ben, and their life together was peaceful and happy.

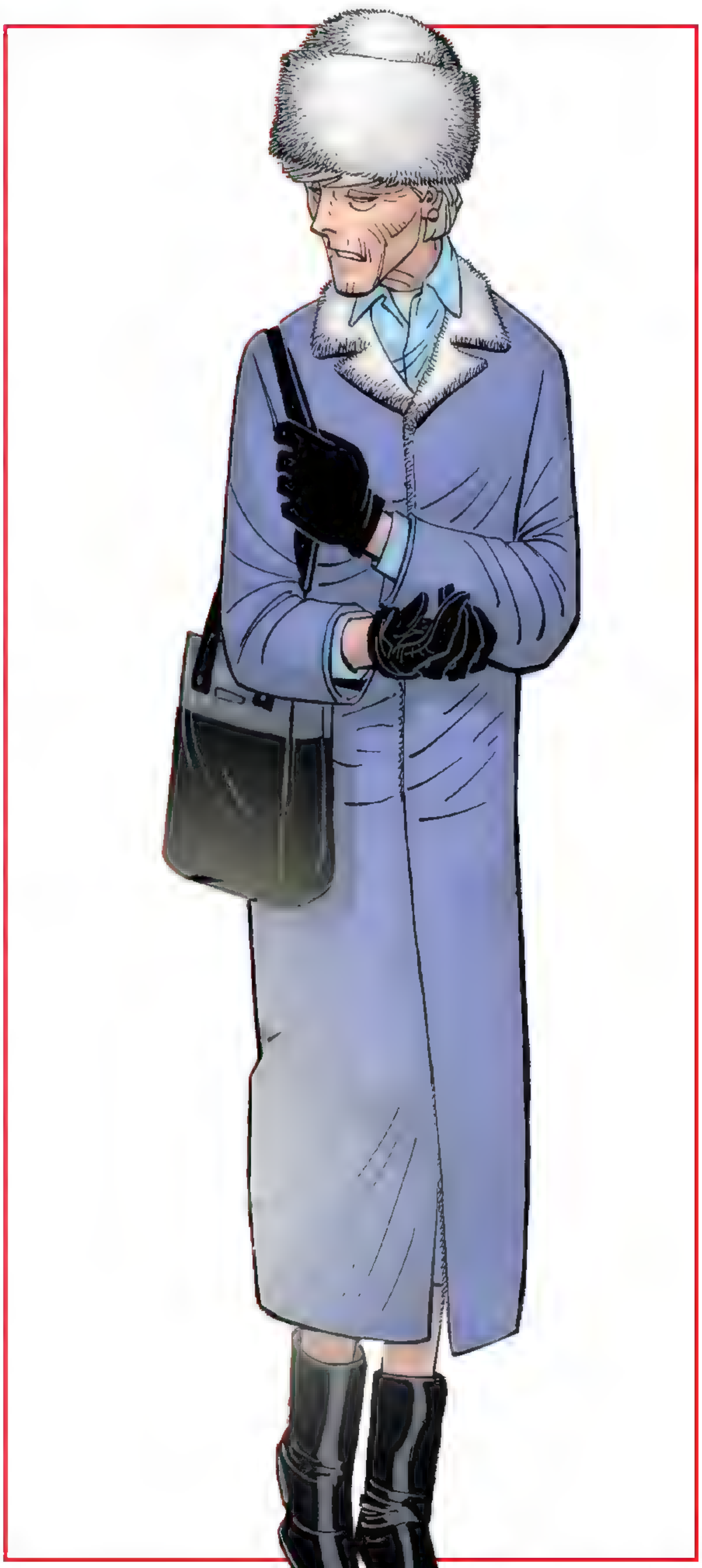
During their time dating, they were often saddled with Ben's much younger brother, Richard. So after Ben and May married, they chose to remain childless — free from the worries youngsters can bring. Richard and his wife, Mary, however, brought a son into the world named Peter.

Unexpectedly, Ben and May doted on their nephew; the young boy particularly captivated Ben. When Richard and Mary — secretly government agents — were called overseas on an assignment, May and Ben happily took Peter into their home until his parents could return. When word arrived that Richard and Mary had been killed in a plane crash in Algeria, they were designated as Peter's legal guardians. Since Richard and Mary were secret agents, Peter was temporarily held while Ben and May's backgrounds were thoroughly investigated; they were given full custody of Peter at the memorial service for Peter's parents. At first May was overwhelmed with the responsibility, even angry with Richard and Mary for dying and leaving her and Ben with the challenge of bringing up Peter at such a late stage in their life. Yet her heart could not help but be touched by how kind and thoughtful Peter grew to be. May became like an overprotective mother to sensitive Peter and together, the three became a true family.

As he matured into his teens, little did May or Ben realize that the science-loving, socially awkward Peter had, by way of a radioactive spider-bite, become the daring and colorful Spider-Man they watched on television. As Spider-Man, Peter had become an overnight sensation in the entertainment world. After a television appearance, Spider-Man saw a guard chasing a thief in the studio building. Though the guard asked Spider-Man for help, the costumed youth ignored him and allowed the burglar to get away.

One fateful night at the Parker residence in suburban Forest Hills, Queens, that same burglar came seeking hidden assets worth millions of dollars belonging to a previous owner of the Parker home, gangster "Dutch" Mallone. While in jail, the burglar had been a cellmate of the elderly Mallone, and learned of the treasure from Mallone's mumbling while he slept. Ben and May had a small quarrel that night, and Ben left the house to take a walk, leaving the front door unlocked. In his absence, the burglar easily entered the Parker home. Ben returned home and discovered the burglar, who manhandled

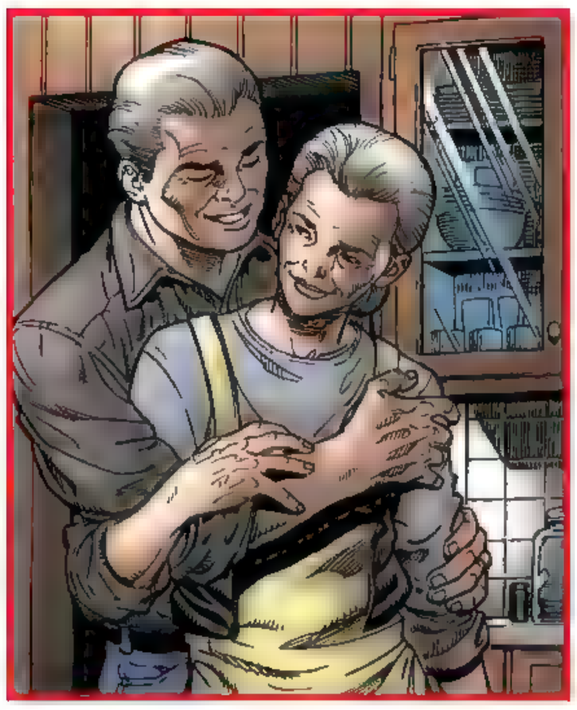
REAL NAME: May Reilly Parker
ALIASES: May Morgan; formerly May Reilly
IDENTITY: No dual identity
OCCUPATION: Retired; former landlady, housewife
CITIZENSHIP: USA
PLACE OF BIRTH: Brooklyn, New York
KNOWN RELATIVES: Ben Parker (husband, deceased), Albert and Claire Reilly (parents, deceased), Peter Parker (Spider-Man, nephew), Mary Jane Watson-Parker (niece-in-law), Richard and Mary Parker (brother-in-law and sister-in law, deceased), Horace Reilly (paternal uncle, deceased)
GROUP AFFILIATION: Forest Hills Public Library; formerly Gray Panthers
EDUCATION: High school graduate
FIRST APPEARANCE: Amazing Fantasy #15 (1962)



Art by John Romita Jr.

May for the exact location of the cache. When Ben furiously ordered the burglar to unhand her, the burglar panicked, fatally shot Ben, and fled to a warehouse where he was ultimately caught by Spider-Man. Before May could call for an ambulance, Ben told May he loved her and died. It was this incident which initially aggravated May Parker's weak heart condition which has caused her serious health problems over the years. Guilt-ridden for previously allowing the burglar to pass, Peter's attitude towards life and his superhuman abilities radically changed after that night, devoting his life to selfless heroics. For years afterwards, May too harbored guilt thinking had she not argued with Ben, perhaps her husband would still be alive.

May was left to continue her life without Ben's strength — a life further complicated by financial woes, her own ever-failing health and the strange new secrecy with which Peter conducted his affairs. To help his aunt pay the bills, including the escalating costs of her various medications, Peter took a job photographing himself as Spider-Man for the Daily Bugle. May was worried about her fragile nephew, taking pictures so close to the most dangerous of super-powered battles. For Peter, lying to his aunt became a painful — yet seemingly necessary — way of life.



Art by Sean Chen

Merely by being in the company of Daily Bugle secretary Betty Brant, May was kidnapped by Doctor Octopus (Otto Octavius) during the first attack of the Sinister Six. Though Betty was Doc Ock's intended target, he treated May so well she never realized the charming scientist was actually a deadly villain.

Soon after Ben's death, May became seriously ill and was hospitalized, requiring a blood transfusion. Though not a blood relative, Peter was a suitable match for May; after a moment of hesitation, uncertain what his radioactive blood would do to his aunt, Peter agreed to give May the transfusion. May was restored to health, and recuperated in Florida. Sometime later, the radioactivity in her bloodstream began to kill May. Aided by Dr. Curt Connors, Peter overcame many obstacles through the underwater headquarters of Doctor Octopus in order to deliver a serum, ISO-36, which stopped her blood from deteriorating, and saved her life.

For a long time, May's neighbor and best friend, Anna Watson, conspired with May to introduce Anna's niece, Mary Jane Watson, to Peter, but both teenagers resisted. Finally, Peter could put off meeting Mary Jane no longer, and was attracted to her at first sight. Thus began the courtship of Peter and Mary Jane.

Peter greatly reduced his need to deceive his aunt when he relocated to an apartment in Manhattan, while Anna Watson moved in with May. Though Peter and May now lived farther apart, many of Spider-Man's battles still took place dangerously close to May. The wall-crawler's web seemed to be inextricably woven into May's life. The Beetle (Abner Jenkins) took May as a random hostage, and Spider-Man again rescued her.

Just when life had begun to quiet down, May inherited a Canadian island that was the site of a uranium mine and small commercial reactor. Doctor Octopus charmed May into a sudden wedding, with the aim of acquiring the island's valuable atomic resources for his own nefarious ends. But the intervention of Hammerhead resulted in the destruction of the island and the apparent death of May's groom-to-be. Later, the Green Goblin (Harry Osborn) captured a confused May after he uncovered Spider-Man's secret identity, but May was rescued unharmed, none the wiser as to her nephew's exploits.

The shock of seeing the apparent return of Peter's murdered girlfriend, Gwen Stacy (actually a clone created by Professor Miles Warren, the Jackal) sent May back to the hospital. There she was confronted by the Scorpion (Mac Gargan) whom the Jackal, knowing Spider-Man's identity, directed to May; May indignantly scolded the Scorpion after Spider-Man defeated him. While Peter and Mary Jane grew closer than ever during this time, the apparent return of "Gwen" derailed their romance. May supported Mary Jane, encouraging her to fight for her man, much the way May had to be assertive while dating shy Ben Parker to bring about their engagement. Mary Jane, however, later rejected Peter when he proposed to her, and moved to Florida.

Despite her nagging ill health, May maintained an iron will. However, while taking part in a rally at City Hall with senior citizen activist group, the Gray Panthers, she suffered a mild heart attack and was sent to Newhope Memorial Hospital. As she continued her convalescence at the Restwell Nursing Home, the burglar who had killed her husband was freed from prison. Still seeking the treasure hidden in the Parkers' home, the burglar forced the head of the nursing home (Mysterio posing as Doctor Ludwig Rinehart) to fake Aunt May's death so she could be interrogated without the interference of her doting nephew. When Peter discovered the truth, his fury was so terrifying that the burglar died of a heart attack. More tragic was the fact that all May's suffering was over nothing: silverfish had long since eaten the treasure.

May returned to Forest Hills after recovering sufficiently and set up her home as a boarding house, taking in half a dozen paying houseguests. During this time, Peter and May's relationship hit a low point. When Peter decided to drop out of his graduate studies at Empire State University, May was so upset she stopped speaking to him for a time, but the two eventually reconciled. Among May's borders was Nathan Lubensky — a charming, wheelchair-bound gentleman she had met at the nursing home. The two were engaged until May witnessed a cold, cruel side to Nathan who caused the death of a mugger who had invaded their house after Spider-Man had already webbed the crook; May called off the wedding. Despite this, Nathan's final act proved his affection for May: he died to prevent her from becoming a hostage of the Vulture (Adrian Toomes).

Mary Jane returned to New York, and May was overjoyed when she and Peter were married. While the newlyweds lived in Manhattan, May decided to close the boarding house and live alone. She shared a few dates with mailman Willie Lumpkin during this time. May was astonished to be reunited with Richard and Mary Parker, Peter's

Art by Mark Buckingham

parents. While they were convincing to Peter, May's doubts were confirmed; they were actually replicoid duplicates, created by the Chameleon as part of Harry Osborn's complex revenge schemes.

Shortly thereafter, Peter believed he had lost his aunt when she seemingly died of old age. However, he was unaware of the depths to which the original Green Goblin, Norman Osborn, had sunk. Norman had kidnapped May and replaced her with a genetically adapted actress. While Norman lost what remained of his sanity — taking part in the mystical ceremony, the Gathering of Five — his former agent, Alison Mongrain, aided by Joseph "Robbie" Robertson, revealed May's location to Peter. Peter rescued his aunt and defeated the crazed Green Goblin, whose plans for the real May were never fully revealed.

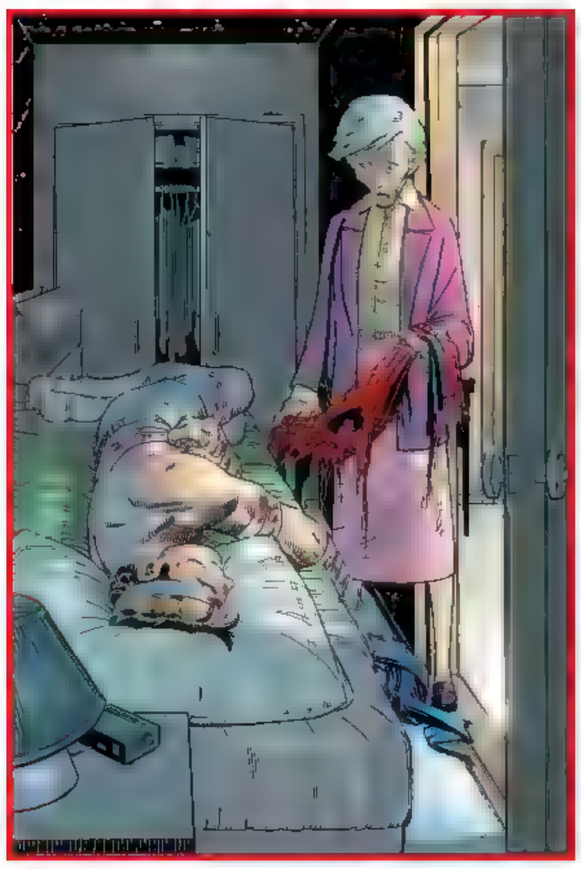
After May returned, she struggled to regain her place in Peter's life. It was with Mary Jane's reported death (though secretly kidnapped by the mysterious "Stalker") that Peter again realized the strength he and May could give to each other. Though Mary Jane was rescued, she and Peter separated for a time; Peter relied on May to help him through the difficult times of loss — as they had helped each other many years before.

Arriving at Peter's apartment one afternoon, May finally learned the truth her nephew had so long concealed. Battered and bruised, Peter was asleep in bed with his Spider-Man costume and equipment tossed on the floor. After spending a whole day dealing with her newfound knowledge, May finally confronted Peter and began to break through a lifetime of deception. Seemingly stronger than ever, May was driven to improve Spider-Man's public image and determined to understand Peter's alter ego. With the lies behind them, May and Peter's relationship deepened like never before — reborn through a new level of honesty and trust. Mary Jane returned to Peter, and she and May were partners caring for Spider-Man.

When Norman Osborn was finally jailed, publicly revealed to be the Green Goblin, he had May captured by the Scorpion and buried in a sleep-like state as ransom for his liberation from jail. Spider-Man complied, freeing Osborn and rescuing May. More tragedy struck May as her home in Forest Hills was burned down by Charlie Weiderman, a vengeful former classmate of Peter's. While Spider-Man joined the Avengers, May was invited to move into the luxurious Stark Tower to live with Peter and Mary Jane. There she befriended and began dating Edwin Jarvis, the Avengers' butler. During a date with Edwin, her beloved husband reappeared. This Ben Parker was, in fact, taken from an alternate universe (Earth-6078) by the Hobgoblin (Robin Borne) of an alternate Earth in the year 2211. Rejected by the horrified May, Ben fled and was ultimately killed.

May supported Peter's decision to publicly unmask for the sake of Tony Stark and the Superhuman Registration Act. Peter later regretted his decision, and withdrew his support for Stark. A fugitive from the law, Peter moved into a seedy motel with May and Mary Jane. When the incarcerated Kingpin (Wilson Fisk) learned of Spider-Man's identity, he dispatched a sniper to the motel. Peter saved Mary Jane from the sniper's bullet, but May was struck instead. In a coma, May was hospitalized under her maiden name. In the same hospital as the cancer-stricken Eddie Brock (formerly Venom), May was nearly murdered by the deranged Brock. With May still in a coma, Peter discreetly offered May another transfusion of his blood, but the effort failed. Hoping to revive his aunt, Peter contacted the comatose May via the psychic Madame Web, but May seemed complacent about her fate. As the police investigated the suspicious nature of May's gunshot injury, Peter and Mary Jane were forced to break the law to move May to another hospital. After Peter violently demanded Tony Stark help pay for May's hospital bills, Stark remorsefully sent Jarvis to deliver two million dollars. Still, May's doctor offered little hope for her recovery. Desperate to prevent the death of another loved one due to his life as Spider-Man, Peter seeks any and all means to save the life of his precious aunt.

Art by Ron Garney



Art by John Romita Jr.

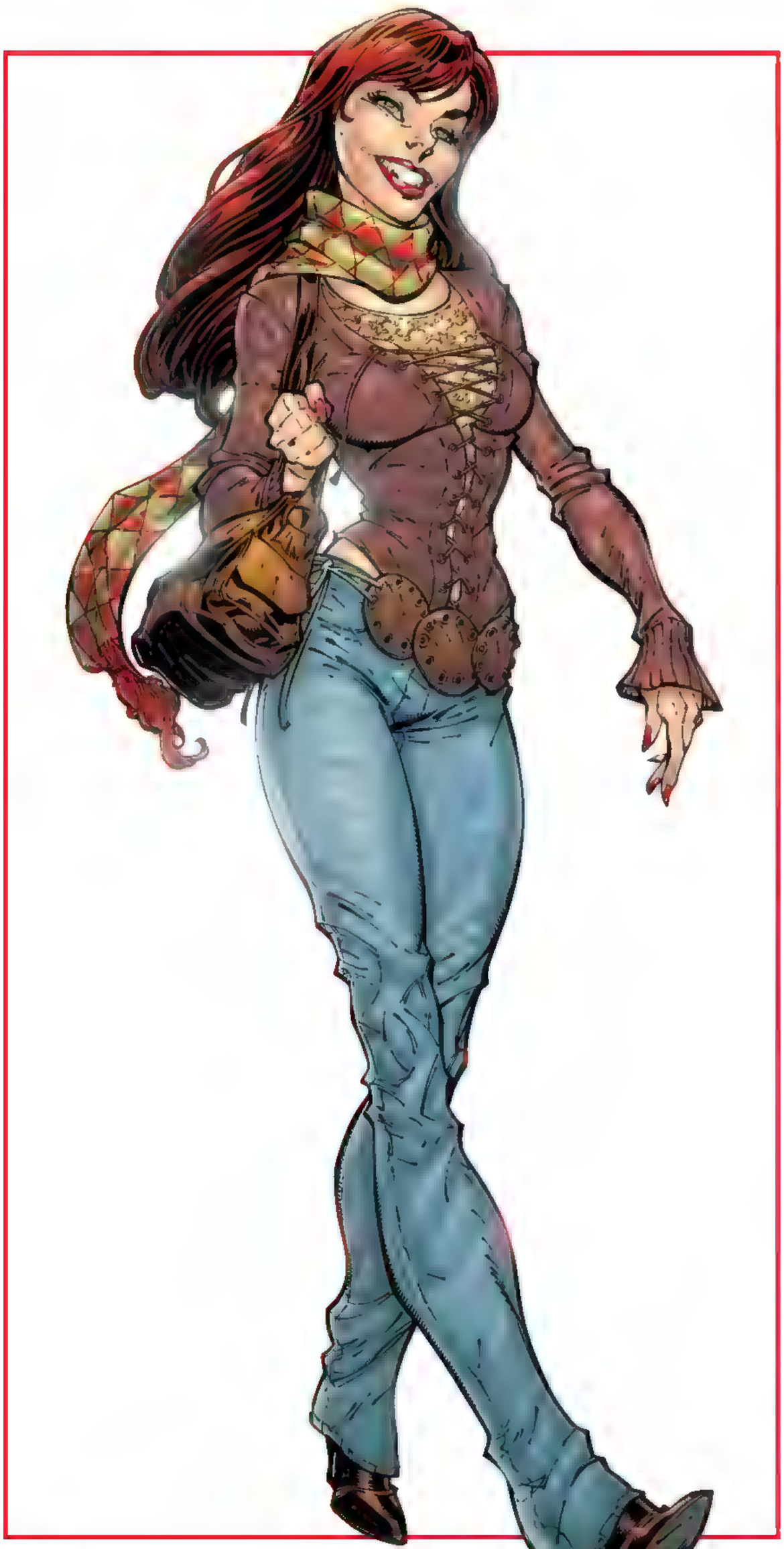
HEIGHT: 5'5"
WEIGHT: 110 lbs.
EYES: Blue
HAIR: White (formerly blonde)

ABILITIES/ACCESSORIES: May Parker typically possesses the normal human strength of a woman her age, height and build who engages in occasional mild exercise. She is currently in a feeble condition.

POWER GRID	1	2	3	4	5	6	7
INTELLIGENCE							
STRENGTH							
SPEED							
DURABILITY							
ENERGY PROJECTION							
FIGHTING SKILLS							

MARY JANE WATSON-PARKER

REAL NAME: Mary Jane Watson-Parker
ALIASES: "MJ," "Janie," Mary Morgan; formerly Mary Reilly, Crimson She-Devil
IDENTITY: No dual identity
OCCUPATION: Actress; former fashion model, star of daytime TV drama, professional dancer, waitress, fast food employee
CITIZENSHIP: U.S.A.
PLACE OF BIRTH: Montoursville, PA
KNOWN RELATIVES: Peter Parker (husband), May Parker (daughter, deceased), Philip Watson (father), Madeline Watson (mother, deceased), Gayle Watson-Byrnes (sister), Timothy Byrnes (ex-brother-in-law), Kevin and Tommy Byrnes (nephews), Anna May Watson (aunt), Judge Spencer Watson (uncle), Frank Brown (mother's cousin), Kristy Watson (cousin), Lou and Lorraine Watson (uncle and aunt, parents of Kristy), May Parker (aunt-in-law)
GROUP AFFILIATION: Actors' Equity Association, American Federation of Television and Radio Artists, Screen Actors Guild
EDUCATION: High school graduate, college studies (psychology major, incomplete)
FIRST APPEARANCE: (Partial) Amazing Spider-Man #25 (1965); (full) Amazing Spider-Man #42 (1966)



HISTORY: Mary Jane Watson's parents, Philip and Madeline Watson, met as students in college. Although Madeline wanted to move to New York City to pursue an acting career, she gave up this ambition to be with her husband, who took a teaching position at a small college in Montoursville, Pennsylvania. Mary Jane's sister, Gayle, was born about eighteen months after their marriage, and Mary Jane herself was born four years later. Philip became a popular college professor, while Madeline devoted herself to their children. When Philip began to have unrealistic visions of himself as the next great American novelist, their marriage unraveled. Philip was an alcoholic, and he unfairly blamed his children for his own shortcomings as a failed writer. Dragging his wife and children from college to college, he searched in vain for inspiration. The family's turmoil caused Gayle to turn inwards, seeking solace in ballet. Mary Jane began developing the extroverted fun-loving personality that she would cultivate for years to come. Her good humor was her means of compensating for and escaping from her deep unhappiness over the growing tension in her family. Eventually, Philip's frustrations boiled over, and he struck Gayle over the cost of her dancing lessons; Madeline had had enough. A few weeks later, as Philip received honors during a college awards ceremony, Madeline left home with her children. She received little from the divorce and was left to shuffle from one resentful relative to the next, with the exception of her ex-husband's older sister, Anna Watson, who lived in Forest Hills, New York.

Thirteen-year-old Mary Jane loved to visit her aunt. Anna introduced Mary Jane to her friend and neighbor, May Parker, whose nephew, Peter, was only a year older than Mary Jane. Mary Jane first saw Peter out of a window of Anna's house one autumn while he raked leaves.

Madeline uprooted her family again and settled in Pittsburgh, staying with her cousin, Frank Brown. A widower with three children of his own, Frank was harsh, but not violent, and at last the tortured family found some stability. Frank paid the bills and Madeline looked after the household. While Mary Jane broke hearts as a fourteen-year-old freshman, Gayle ignored her mother's warnings and married her high school sweetheart, football star and honors student Timothy Byrnes. Gayle and Timothy moved to Philadelphia after graduation. Timothy was nineteen when Gayle became pregnant. In Timothy's trapped eyes, Mary Jane saw the roots of the desperation that had destroyed her father. Mary Jane began performing in school theater productions and dreamed of becoming a famous actress on Broadway or in films. Her performance as Juliet in a school production of *Romeo and Juliet* was not a success, but she later did far better playing Blanche DuBois in *A Streetcar Named Desire*. Mary Jane buried herself in acting, parties and the nation's newest celebrity sensation — Spider-Man. Mary Jane believed she and Spider-Man shared at least two things in common: a determination to enjoy life and a mask that hid their true faces.

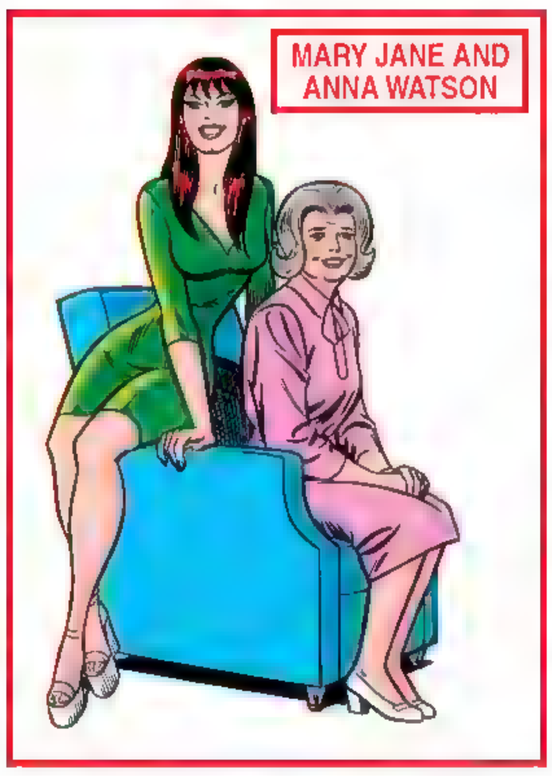
The following Thanksgiving break, Mary Jane went to stay with Aunt Anna. Next door, May Parker's husband, Ben, was murdered by a burglar. While Anna and Madeline took care of May, Mary Jane had little stomach for the misery of others. Watching from a window, Mary Jane saw the frantic Peter Parker run into his house; a minute later, she saw Spider-Man emerge from an upstairs window. Mary Jane immediately realized that Peter was Spider-Man, but she decided to keep the information to herself, unable to deal with the confused emotions the discovery awakened in her. Mary Jane fled into the night to dance and party.

May and Anna tried to set up a date between Peter and Mary Jane, who still had not actually been introduced to each other. May thought that Mary Jane had much in common with Peter and would make a good girlfriend for him. May even hoped that someday Peter would

Art by J. Scott Campbell

marry Mary Jane, but withheld telling Peter about Mary Jane's past, hoping they would have a first date. Peter, however, had already fallen in love with Daily Bugle secretary Betty Brant, and had gotten flirty overtures from his classmate, Liz Allan. He did not want any further romantic entanglements and, moreover, assumed that a girl his aunt wanted him to date would probably be dull and unattractive. Knowing Peter was Spider-Man, Mary Jane initially did not want to get involved with him and invented excuses to call off the date. She saw Spider-Man in action against the Radioactive Man in a natural history museum, and followed the fight as it moved to the Brooklyn Bridge, bewildered yet awestruck by the duality of shy Peter Parker.

One day Mary Jane visited the Parkers' house, where May hoped she would finally meet Peter, but he was absent, busy fighting the first of the Spider-Slayer robots. However, Betty Brant and Liz Allan dropped by the house and were astonished by the beauty of the girl they immediately regarded as their competition for Peter. However, Peter's romantic relationships with Betty and Liz came to an end, although he has remained a close friend of both. He began his college work at Empire State University, where he met and became attracted to fellow student Gwendolyne Stacy.



Art by John Romita, Sr.

Gayle and Timothy Byrnes had their first son. However, the stress that Timothy suffered while trying to support a family while attending college led to marital discord. Timothy left Gayle when she again became pregnant. Mary Jane and Madeline moved to Philadelphia to support Gayle and her boys. Mary Jane was pained by the family turmoil, escaping from her troubles by acting and partying.

Soon Madeline fell seriously ill. Mary Jane gave up her acting at school and took a series of after-school jobs to help support the family. However, Madeline finally died, and Mary Jane, terribly upset, abandoned her sister. She was determined not to sacrifice her dreams of happiness as Madeline, Gayle, and Timothy had done. When she arrived at Anna's house, Anna invited May and Peter over for Sunday dinner so she could finally meet the boy next door. Mary Jane spent that week getting a job as a waitress and dancer, and making a deposit on a small studio apartment in Manhattan's East Village. The following Sunday, though expecting to meet a dowdy girl, Peter was stunned by Mary Jane's beauty and charm. Like she said when first greeting Peter, he had "hit the jackpot." Remembering a bookish, bespectacled nerd, Mary Jane never imagined the confident young college student Peter had become. Perhaps realizing that Peter would want to go after the Rhino as Spider-Man, Mary Jane suggested they ride his new motorcycle to see if they could spot the escaped criminal. Peter agreed, but after they found the Rhino, Peter left her, claming he had to take pictures for the Daily Bugle. When Spider-Man turned up moments later, Mary Jane bit her tongue and feigned surprise at the coincidence.

Mary Jane became part of Peter's circle of friends — joining Harry Osborn, Gwen Stacy and Flash Thompson. Gwen was playfully jealous of Mary Jane dating Peter. Shortly thereafter, Mary Jane went on a date with Harry Osborn. Later still, Osborn arranged a double-date — himself with Gwen, Peter with Mary Jane — that was interrupted by an attack by Kraven the Hunter. Though he was strongly attracted to Mary Jane, Peter found himself more interested in Gwen. Gwen and Mary Jane competed for Peter for some time, but Peter and Gwen continued to grow closer together.

Mary Jane was hired as a dancer at a New York City dance club, the Gloom Room, which was secretly a front for the crimelord, the Kingpin. During a gunfight there, a criminal tried to use Mary Jane as a shield, but Spider-Man rescued her. This was Mary Jane's first contact with Peter in his Spider-Man guise.

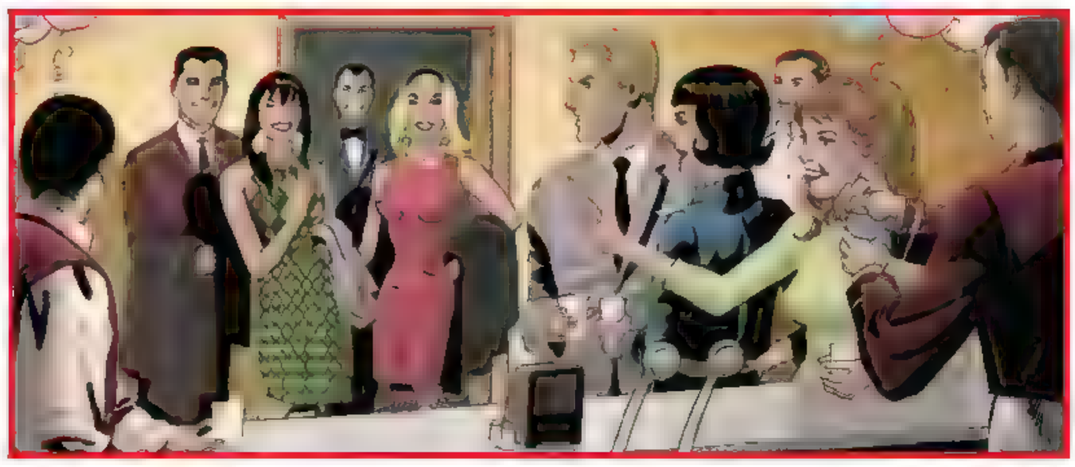
During a temporary split between Peter and Gwen, Mary Jane tried to become Peter's girlfriend again. However, Peter was deeply in love with Gwen and turned Mary Jane down (to her surprise). Gwen and Peter resumed their relationship, which grew increasingly stronger. Mary Jane went back to being Harry's girlfriend, but still flirted with Peter.

Overwhelmed after years of feeling like a disappointment to his derisive and condescending father, compounded by Mary Jane's perpetual flirting with Peter, Harry became addicted to drugs; while under the drugs' influence, Harry offered to forgive Mary Jane for her advances on Peter, but she proclaimed herself an unattached young woman. Meanwhile, unbeknownst to the teenagers, Gwen had become pregnant after a brief affair with Norman, and secretly gave birth to twins in Europe after an unusually rapid gestation period. After Mary Jane overheard Gwen arguing with Norman for custody of the children, Gwen confided in her, but made her promise to keep silent; Mary Jane carried Gwen's secret for many years until the twins later resurfaced as rapidly aging teenagers with a vendetta against Spider-Man. Amnesiac Norman, reverting to his Green Goblin persona, remembered knowing Peter's secret identity and killed Gwen atop the Brooklyn Bridge. Mary Jane waited for Peter in his apartment. Anguished, Peter yelled at her to leave, rejecting her sympathy, assuming she would act true to form and flee when times were difficult; however, reaching a milestone in her maturity, she stayed and the two grieved over the loss of Gwen together. At that moment, Mary Jane first knew she was in love with Peter.

Mary Jane broke up with Harry Osborn, who was becoming increasingly unstable after witnessing his father's apparent death. Despite her feelings for Peter, she claimed she was tired of Peter's depression, and decided not to become further involved with him. Subsequently, Peter, as Spider-Man, rescued Mary Jane from the new Vulture (Clifton Shallot). At a party, Mary Jane feigned indifference toward Peter. But later that night she said that she did not want to be in love with Peter because she liked him too much. Presumably, Mary Jane feared being emotionally hurt in a serious relationship with Peter as she had been hurt in relationships with members of her family.

Nevertheless, Mary Jane and Peter continued seeing each other. Harry Osborn went mad, becoming the new Green Goblin, and set off a bomb that nearly killed Mary Jane and Peter. Mary Jane was hospitalized, and Peter was greatly concerned about her. Harry, as the Goblin, later captured Mary Jane in an attempt to strike at Spider-Man, but she was released unharmed.

Just before he left on a trip to Europe, Peter exchanged a long, passionate kiss with Mary Jane at the airport that was a turning point



Art by Salvador Larroca

in their relationship. Mary Jane realized that their relationship was becoming serious and was astonished to discover the depth of her own feelings for Peter.

After his return, it seemed for a brief while that Mary Jane might lose Peter to a young woman who was a lookalike for the deceased Gwen Stacy — Gwen's clone, created by her college professor, Miles Warren (the Jackal). May Parker, still determined to pair Mary Jane and Peter, urged Mary Jane to take the initiative in winning Peter back. Spider-Man was forced to fight his own clone. When the battle was over, Peter was unsure if he was a clone until he recognized his love for Mary Jane (the clone had been implanted with memories during a time when Peter was in love with Gwen). After Peter and Gwen's clone agreed to part, Peter again found Mary Jane waiting for him at his apartment and was overjoyed to see her. Even after he had a second chance with "Gwen," Peter realized that he was in love with Mary Jane and even hinted to her shortly afterwards that he wanted to marry her.

Sometime later, Mary Jane became angry at Peter when he left her on a date so he could investigate a killing as Spider-Man. She retaliated by going on a date with Flash Thompson. Mary Jane told Peter that she was uncomfortable having a serious relationship and didn't like the way he was continually leaving her to take photographs for the Bugle. (Of course, she knew he was actually leaving to go into action as Spider-Man, thus risking his life.)

However, Peter and Mary Jane grew close once more, and when she helped Liz Allan choose a wedding gown for her upcoming marriage to the recovered Harry Osborn, Mary Jane wondered aloud what Peter would think of seeing her wearing one.

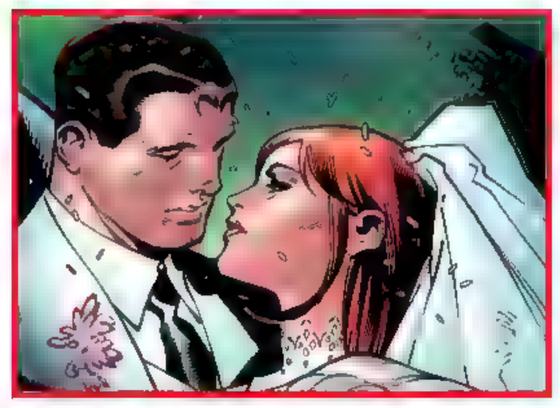
Peter eventually proposed to Mary Jane — but she declined, claiming she wasn't the sort of girl who could be happy with just one man. Peter and Mary Jane remained friends, but she was upset by his sudden departures on two of their dates and began avoiding him. She briefly worked at another dance club called Studio 52. Uncomfortable being around Peter, Mary Jane dropped out of college and left New York to further her modeling career in Florida, where Anna had moved. Peter dated several women during her absence, including Felicia Hardy (the Black Cat), with whom he shared a particularly tempestuous relationship.

Mary Jane returned to New York, and after a while found steady work as a fashion model for Roderick Kingsley (secretly the Hobgoblin). Various friends tried to revive the romance between Peter and Mary Jane, but both of them resisted. Mary Jane dated a number of actors and men in the fashion industry, and Peter was pleased to have her just as a friend.

One day, one of Spider-Man's adversaries, the Puma, used his superhuman senses to track Spider-Man down to Peter Parker's apartment while Mary Jane was there. Peter pushed her out of the apartment just before the Puma broke in. Torn with worry, Mary Jane could hear the battle between Spider-Man and the Puma through the apartment's locked door. After the battle was over, Mary Jane went to Peter and told him she could not longer bear worrying about the dangers he put himself in and told him she knew he was Spider-Man. Still, Mary Jane had no actual proof of Peter's double identity until the Black Cat, who was known to be Spider-Man's companion, arrived at the apartment. In tears, Mary Jane hurriedly left.

Mary Jane was about to leave New York but decided she would not run away from Peter. Returning to him, she told him her life story for the first time, and Peter decided he could trust her with his secret. Peter and Mary Jane chose to stay together as close friends and confidantes, while ruling out the possibility of becoming romantically involved once more.

At long last Peter had a friend from whom he felt he did not have to hide his secret life as Spider-Man. Mary Jane continued to worry intensely about Peter risking his life, but remained steadfastly with him as his friend, even bravely facing dangers posed to both of them by the original Hobgoblin and a new version of the Spider-Slayer. As time passed, Peter and Mary Jane realized that they were deceiving themselves about the depth of their feelings for one another, and that they were very much in love. Peter proposed marriage to Mary Jane for the second time. She did not accept immediately. She left for Pittsburgh, where her sister, Gayle, had been sent to prison. Mary Jane helped the police arrest the real culprit, her father, Philip, who had stolen a rare manuscript. Mary Jane was reconciled with Gayle after the years of tension between them. Right afterwards Mary Jane accepted Peter's proposal.



Art by Olivier Coipel

Peter and Mary Jane were married on the front steps of New York City's City Hall, with her Uncle Spencer Watson, a judge, presiding over the ceremony. They spent their honeymoon in Cassis, France — interrupted by Puma offering Peter a job to fulfill his debt of honor — and found a new home at the Bedford Towers, a luxurious condominium apartment that Mary Jane was able to afford thanks to her highly successful modeling career.

Though happy newlyweds, the reality of being married to a super hero was far more demanding than Mary Jane had ever imagined. Villains like Venom invaded their personal lives, and Mary Jane struggled with Peter's extended absences — and the very real fear that one day, Peter might be killed. That possibility was played out when Peter disappeared for two weeks, buried alive by Kraven the Hunter who ultimately killed himself.

Her own career presented its share of problems too, when Jonathan Caesar, a wealthy, obsessed admirer and owner of the Bedford Towers, kidnapped Mary Jane. After she escaped, the incarcerated Caesar managed to use his influence to force her out of the modeling business. Down but not out, Mary Jane found high-paying work in the daytime drama "Secret Hospital". Evicted from the Bedford Towers, they moved into May Parker's home for a time, and Mary Jane's teenage cousin Kristie moved in with them (Mary Jane took cared of Kristy when she was diagnosed and hospitalized with bulimia). Harry and Liz offered the Parkers a loft above their own home in a building they owned in Manhattan's SoHo district.

Peter's ex-girlfriend, Felicia, returned from Europe and was horrified to discover Peter had married Mary Jane. She threatened Mary Jane she would win Peter back and tormented them by dating Flash Thompson, intent on breaking his heart. However, after several awkward double-dates with the Parkers, Felicia grew to love Flash. Mary Jane and Felicia eventually reconciled during efforts to help Peter.

Whether at home or out being the social animal her soap-opera fans expected her to be, the young bride found herself increasingly alone — like a super-hero "widow". Seeking respite, Mary Jane took up — but later quit — smoking and nearly entered into an affair with smooth-talking actor Jason Jerome. Miserable and tense, Mary Jane did at least manage to reconcile with her father.

Living with the Osborns as neighbors went sour as Harry descended into madness again, psychologically tormenting Peter at every opportunity. Though he forced Mary Jane to the top of the Brooklyn

Bridge where Gwen died, he backed off, claiming he did not wish to hurt her – only her husband. Harry died after imbibing a lethal experimental Goblin formula, and Liz asked the Parkers to move out.

Back in Forest Hills, life started looking up when Mary Jane became pregnant, and Peter's long-lost clone, Ben Reilly, assumed the role of Spider-Man. However, the woman they believed to be Aunt May died – the real May Parker kidnapped by Norman Osborn and replaced by a genetically modified actress. The Parkers moved to Seattle to live a normal life, but were soon drawn back to New York. After Norman Osborn returned to America following Harry's death, he orchestrated the loss of her unborn child and killed Ben Reilly. Anna Watson moved in with the Parkers for a time until May was rescued and returned home. Mary Jane enrolled again at Empire State University where she befriended Gwen's cousin from England, Jill. When the Chameleon captured and unmasked Spider-Man, he assumed Peter's form and confronted Mary Jane; Mary Jane, recognizing an imposter, defeated the villain, pounding him with a baseball bat.

Mary Jane eventually resumed modeling, for which she was highly paid. Though uncomfortable with his wife's bigger paycheck, Peter soon moved into an expensive apartment with Mary Jane and Aunt May. Peter even told Mary Jane he was done being Spider-Man, once and for all. But the spider-bite ran deeper in his blood than his own resolve. With Mary Jane's busy modeling schedule already straining their relationship, the truth came out that Peter was still fighting crime as Spider-Man.

Mary Jane had never resented Peter's double life. His incredible sense of responsibility was a key factor in her love and respect for him. But she could never accept the growing feeling that Spider-Man was more important to Peter than she was. Peter's lies only served to foster that sentiment, and their marriage hit the rocks. Mary Jane faced further problems as a Stalker harassed her constantly on the phone — a secret she withheld from Peter.

With their love hanging in the balance, Mary Jane took off on a plane trip. Peter was supposed to meet her before she left, but could not get to her in time. The Stalker, on board the same flight, had other plans. When the plane exploded in mid-air, Peter at first refused to believe his wife was dead. He was eventually convinced otherwise by the weight of evidence.

But his first instincts had been correct: the Stalker, who had begun to mimic Peter after absorbing his memories through superhuman means, pulled Mary Jane from the flight and held her captive. Peter rescued Mary Jane, but she had already made up her mind: she would not return to New York and take second place to Spider-Man. The two separated, and Mary Jane moved to the West Coast.

Art by Lee Weeks

Following a painful time apart, both Peter and Mary Jane independently decided to try to reconcile. As Mary Jane flew to New York, Peter flew to Los Angeles. Each finding the other absent, they left for home. When Peter's return flight encountered an electrical storm, the pilot made an unscheduled stop in Denver — where Mary Jane's plane had touched down for a layover. The two met in the airport. Their reunion was nearly sabotaged when Doctor Doom arrived, and a Latverian resistance group launched an all-out attack in the waiting lounge. As Spider-Man aided Captain America against Doctor Doom, Mary Jane could have no clearer proof that loving Peter meant accepting the wall-crawler, too. In the aftermath of the fight, Peter told Mary Jane he needed her, that he loved her, and that he was nothing without her.

Reunited with Peter, Mary Jane focused on developing her acting skills with serious stage performances, overcoming the stereotype of being an unintelligent supermodel. During Mary Jane's absence, Aunt May had discovered Peter's secret identity. Mary Jane and May became closer, bonded by their mutual love for Peter and concern for the risks he took everyday. When the Green Goblin (Norman Osborn) manipulated Peter into freeing him from prison, he captured Mary Jane, bringing her to the top of the George Washington Bridge. Mary Jane fruitlessly defended herself with a pistol, but a brainwashed Doctor Octopus attacked the Goblin, while Spider-Man rescued his wife.

After May's home in Forest Hills was burned down by Peter's vengeful former classmate Charlie Weiderman, Mary Jane, Aunt May, and Peter moved into Stark Tower after Peter joined the Avengers. There, Mary Jane was able to witness Peter's super-hero "peer group" and appreciate their fantastic community. As Peter shared his secret identity with other heroes, Mary Jane was privileged to become friends with the Fantastic Four and the Avengers. Mary Jane was photographed once arriving home late one evening to Stark Tower. The tabloids accused her of having an affair with Tony Stark; but Tony persuaded the photographer to issue a retraction.

Mary Jane suffered as Peter was beaten and killed at the hands of Morlun, only to watch him re-emerge from his own corpse reborn. She supported Peter's decision to unmask before the world to support Tony Stark and the Superhuman Registration Act, despite the increased risk to her own safety. However, Peter eventually regretted his decision and publicly withdrew his support for the Act. Their life began to deteriorate. She and May fled Stark Tower and went into hiding at a seedy motel. She was replaced in an Off-Broadway production of *Macbeth* due to her husband's notoriety as Spider-Man, the fugitive. Brady O'Brien, one of her former bodyguards who became a SHIELD agent, attempted to force from her the location of her wanted husband or face arrest; Mary Jane stalled until Peter rescued her. Upon learning of Spider-Man's identity, the incarcerated Kingpin of Crime sent a sniper to the Parkers' motel; while Peter protected Mary Jane from the bullet, May was struck and lapsed into a coma. Calling herself Mary Reilly, Mary Jane stayed by May's bedside at the hospital. When police detectives became suspicious of May's gunshot injury, Mary Jane helped Peter steal an ambulance and transfer May to another hospital. Now both guilty of breaking the law, Peter and Mary Jane have found themselves in perhaps their most desperate situation.

MEPHISTO

HISTORY: Mephisto is one of the lords of Hell, demons ruling fiery netherworlds. Billions of years ago, the vast majority of Elder Gods, the first life-forms on Earth, degenerated into demons and were consumed, slain, or driven from the mortal plane by the monstrous Demogorge, who then shed these energies and merged with the sun. Over time, these primeval energies produced a new demon race, shaped by their earliest human worshippers' unconscious desires. Mephisto and his brethren would capitalize on the eventual human belief in a single lord of evil, Satan (Hebrew for adversary), each claiming to be that being and naming their realms Hell. Alliances were also made with demon-lords across countless realms, forming the Lords of the Splinter Realms. In addition, Mephisto apparently gained universal power and influence by affiliating with a demon race created at the universe's dawn by Nemesis (who later became the Infinity Gems).

Mephisto competed with rival demons (including fallen angels and degenerated gods), Heavenly realms and death gods of various pantheons to gather recently deceased mortal souls within his netherworld, as souls translated to power and influence. Mephisto gained many such souls via promises of immortality, power, material wealth, or physical desires, establishing himself as one of the netherworlds' prominent rulers, or Hell-lords, gaining a multitude of demon-servants. Millennia ago, Mephisto spitefully took his soldier Oscuram's lover, Spohrrinox, as his betrothed. Oscuram warred against Mephisto for centuries until Mephisto duped Oscuram into slaying Spohrrinox disguised as Mephisto. As Darklove, Oscuram was cursed by Mephisto to always perform love's opposite and imprisoned within an indestructible spell page that became part of the legendary Darkhold tome.

Two thousand years ago, Mephisto noticed the expansionist campaign of the demon Zarathos, who was consuming souls that rightfully belonged to the Hell-lords and recruiting a sea of followers in what would become North America. Mephisto answered a native prince's prayer to save his abducted princess, removing the prince's soul, rendering him immune to Zarathos' power and making Zarathos lose face in front of his worshippers. Mephisto then overpowered and enslaved the weakened Zarathos. The soulless prince no longer could love, and eventually became Centurious, stealing others' souls to obtain a new one for himself. Knowing Zarathos was connected to the pre-Cataclysmic Spirits of Vengeance (who had trapped part of Zarathos' essence in the Medallion of Power), Mephisto periodically wiped Zarathos' memories and bound him to human servants, who served Mephisto's cause as his own spirit of vengeance.

In 987 A.D., Mephisto granted immortality to England's Sect of Chasidm in exchange for a steady supply of souls. In 1349 A.D., Mephisto lost a game to Mortigan Goth who had gambled his soul for immortality to survive a plague. Contracting with priest Nicholas de Bellrais to sacrifice his entire congregation for immortality, Mephisto then duped Goth into offering his own soul to save the congregation from Mephisto's clutches, though they soon perished from the plague. As Immortalis, Goth opposed Mephisto subtly over the centuries, avoiding the demon-lord's notice at the risk of the torment his soul would receive.

In Spain, Bishop Benedicto de Vica Servertes, knowing his God forbade physical love, begged to be with the lovely Beatriz. In exchange for Servertes' soul, Mephisto brought Beatriz to him but made her a nun. Maddened, Servertes sacrificed Beatriz to magically empower brass armor to conceal his soul. As the Brass Bishop, Servertes slew Mephisto's servant Dargill and demanded his contract be nullified, but Mephisto agreed only to trade Beatriz' soul, residing in Heaven, for Servertes'. Mephisto related tales of rival Hell-lord Lucifer's fall from Heaven to John Milton, who then wrote the poem *Paradise Lost*.

REAL NAME: Mephisto
ALIASES: Beelzebub, the Devil, Legion, Lucifer, Mephistopheles, Jack Scratch, Nick Scratch, Old Nick, Satan, the Adversary, Great Corruptor, Devourer of Souls, Master of the Realm of Lost Souls, His Satanic Majesty, Evil Incarnate, Dark Lord of all that is Evil, Master of Malice, Securer of the Seven Sins, Whisperer in Darkness, Foul Pact Maker, Dread Persuader, Serpent, Spirit of Universal Lies, "Muffy," Maya, "A Friend," the Messenger; Lord of the Lower Depths, Darkness, the Lost, Despair, Hate and Evil, Pain, the Dark Underworld, the Netherworld, Depravity, Evil, and Temptation; Prince of Deceivers, Darkness, Liars, Lies, and Devils; impersonated many
IDENTITY: Existence unknown to the general public; often mistaken for the Biblical Satan
OCCUPATION: Ruler of a realm of Hell
CITIZENSHIP: Hell
PLACE OF BIRTH: Unrevealed (Earth)
KNOWN RELATIVES: Other Hell-lords (brethren) and their offspring; Blackheart (son), Mephista (daughter); quasi-paternal relationship to Mikal Drakonmegas (Hellfire), Daimon Hellstrom (Hellstorm), Satana Hellstrom; formerly engaged to Spohrrinox
GROUP AFFILIATION: Hell-lords, Lords of the Splinter Realms; formerly Six-Fingered Hand; directed the Legion Accursed and Lost Legion
EDUCATION: Extensively self-taught
FIRST APPEARANCE: (Confirmed) Silver Surfer #3 (1968)

Art by Darick Robertson

In the 1700s, Mephisto contracted with the city Patience's Pastor Destin Kale (part of the spiritual bloodline containing shards of the Medallion of Power), accepting sacrificial souls in exchange for good fortune for Patience. After Destin's actions were discovered by Magdalena, his son Noble's lover, Destin had Magdalena burnt as a witch. When the Furies, Olympian spirits avenging wrongly slain women, attacked Patience, Destin had Mephisto transform Noble into a flaming, skeletal warrior that slew the Furies. The Angel Uriel prevented Mephisto from claiming the innocent Noble Kale's soul, and the two compromised, making Noble a new spirit of vengeance to avenge innocent blood's spilling on Earth, as the last knight of Zarathos was long dead. While Uriel vowed that Mephisto would not lay a finger on Noble's descendants, Mephisto – without touching them – arranged for each firstborn to be the Earthly host to the spirit of vengeance, aka the Ghost Rider.

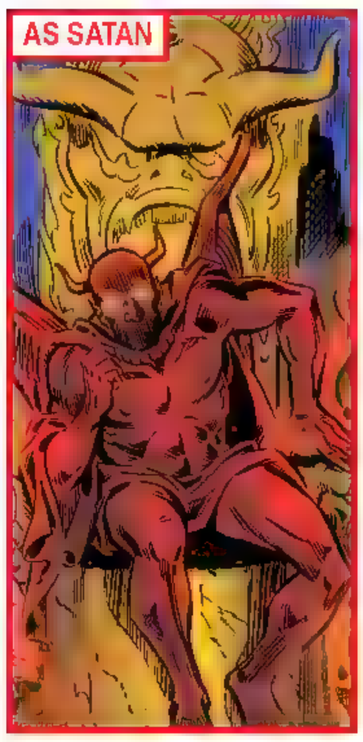
Art by Pablo Raimondi

After obsessed sea captain Joost van Straaten drove his crew into a fatal storm, Mephisto cursed him to sail the seas endlessly as the Flying Dutchman. Mephisto further granted immortality to Heinrich Faust, who escaped Mephisto's contract on the technicality of only using his gifts for good; Mephisto shared this tale with Johann Wolfgang von Goethe, who wrote the Faust plays. In the 1800s, Mephisto contracted to resurrect slain merciless bounty hunter Lemuel Haskill if he could bring him fifty souls in his place.

Several decades ago, Mephisto teamed with the other Hell-lords, trapping overly ambitious fallen angel Olivier as a human newborn. In the European nation Latveria, Cynthia von Doom summoned Mephisto, gaining power to avenge her people's treatment under Baron Sabbat (the future King Vladimir). After this power slew every child in a village, the distraught Cynthia was slain, and Mephisto claimed her soul. Upon reaching adulthood, Cynthia's son, Victor, contacted the netherworld to free his mother. Glimpsing her being tortured by Mephisto, Victor's machines exploded, scarring his face. Years later, Victor, now Dr. Doom, summoned Mephisto, who agreed to duel for Cynthia's soul each year. Each Midsummer's Eve, Doom battled Mephisto's demons, each time failing to win his mother's freedom.

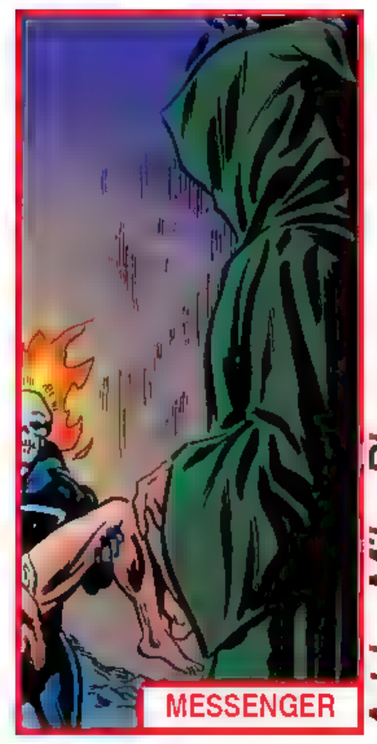
Over thirty years ago, the Hell-lords desired a son via a human woman to serve as a living battery, drawing in mankind's black energy (sin), and storing it as a charge of pure evil. This would empower the Hell-lords to break through reality's walls in force and launch an unstoppable assault on man. The Hell-lords first bonded their collective essence within Beelzeboul, who mated with Cassandra Drakonmegas, but she magically banished him back to Hell upon realizing his true nature. They tried again with Marduk Kurios, who successfully fathered Daimon and Satana Hellstrom.

Art by Jim Mooney



Over twenty years ago, Naomi Kale, the current Ghost Rider and host to Noble Kale, magically prevented her eldest child, John Blaze, from succeeding her as Noble's host. As she lay dying, Mephisto taunted her that while John would not become "the" Ghost Rider, he still would become "a" Ghost Rider. Further, the role intended for John would pass to her next oldest child, Barbara, and then to her younger brother, Daniel (both raised by adoptive mother Francis Ketch), after she was rendered comatose.

In recent years, Mephisto became increasingly fascinated by Earth's super-beings. He has particularly coveted the seemingly pure spirit of the Silver Surfer. Mephisto tempted the newly Earth-bound Surfer with power and physical pleasure, even offering up the Surfer's beloved Shalla Bal, still living on Zenn-La, but the Surfer resisted. Mephisto sent the Flying Dutchman against him, but, inspired by the Surfer's nobility, the Dutchman renounced Mephisto. Again threatening Shalla Bal, Mephisto coerced the Surfer to become his servant, but the Surfer rebelled when Mephisto tried to trick him into killing Shalla. Mephisto then sent Shalla to Latveria, making her believe she was a simple peasant woman, Helena, and then later guiding Doom to use her to manipulate the Surfer, with neither Doom nor the Surfer realizing that she was the true Shalla.



Art by Mike Ploog

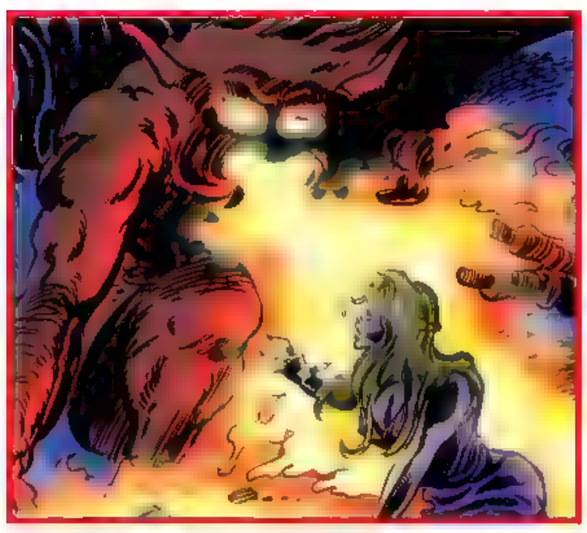
Mephisto also repeatedly sought the noble soul of the Asgardian thunder god, Thor. When Asgard's ruler, Odin, banished the evil god Loki to Hell, unaware that Loki had swapped forms with Thor, Mephisto captured him; but Thor then used Loki's magics to amplify the power of his own godly soul, paining Mephisto, who sent him away. Repeated efforts to capture Thor's soul met with similar failure, including the use of the Lost Legion, composed of the spirits of some of humanity's most heinous evil-doers.

When John Blaze's adoptive father, stunt-cyclist Craig "Crash" Simpson, contracted cancer, John, unaware of his occult legacy, desperately used a dark tome to summon Satan. As "Satan" (possibly in alliance with Lucifer and/or other Hell-lords), Mephisto appeared and accepted John's offer to become his servant to save Crash from cancer. Unaware of this, Crash, seeking one final chance to shine, died trying to jump 22 cars on his cycle. When "Satan" returned for John's soul, his girlfriend Roxanne (Crash's daughter), mystically banished "Satan." Instead, the demon bonded Blaze to Zarathos (whose soul fragment Mephisto had since claimed from the Medallion of Power), causing him to transform nightly into the Ghost Rider, perhaps what Mephisto had intended all along. "Satan" continued his efforts to claim Blaze's soul, presumably seeking the Medallion of Power fragment within him, sending agents such as the Witch Woman (Linda Littletrees), a demon posing as Crash Simpson, Roulette (Dude Jensen), the One-Man Zodiac (Darren Bentley), Inferno (the mutated demon Slifer), the Legion demons, the demonic Challenger, and the Bounty Hunter. "Satan" also manipulated Blaze with various instances of false hope, posing as "the Messenger," representing all that was good and righteous; and the Friend, a Christ-like figure that protected Blaze's soul from Satan, though the Challenger told Blaze that the Friend was only another of the devil's tricks. Mephisto also allied other Hell-lords, such as when he joined Marduk Kurios as "Satan," to battle both Ghost Rider and the rebellious Daimon Hellstrom (now the Son of Satan).

Art by Jim Mooney

Mephisto joined other demons in allying with Olympian death god Pluto to force Zeus' compliance with his plots until Ghost Rider/Blaze convinced Zeus that Pluto likely promised Zeus' death to the other demons to gain their support. A "Satan" possessed James Mandarin and pulled Sorcerer Supreme Dr. Strange – who had been demoralized by the seeming destruction and re-creation of the universe – into Hell until Strange rallied and cast off his influence. Mephisto failed to seduce the recently-empowered KISS members, but hoped the Demon might one day become a seasoned soul-slayer.

Mephisto, as "Satan," transformed Dracula back to mortal form to cause his powerful Golden Angel enemy to leave Earth. After Dracula had learned humility and renounced "Satan," preventing his future entrance into Hell, Mephisto restored his vampiric powers. Mephisto also attempted to slay empath Topaz before her 21st birthday when she would gain the power to destroy him, but a Heavenly influence delayed him until her birthday occurred, and he was forced to flee. Mephisto's agents later trapped Topaz in Hell, casting a spell to separate her from her spirit if she ever escaped.



Art by Gene Colan

Mephisto joined Pluto and the death gods Ahpuch (Coatli), Ereshkigal (Annunaki), Hela (Asgardian), Seth (Ennead), and Yama (Daevas) to create a permanent nexus between all the myriad underworlds so they could all enjoy a greater number of damned souls; but this massive unleashing of dark energy reawakened Demogorge, who consumed Mephisto and his allies. Thor's valor ultimately convinced Demogorge that it was not yet time for this age of gods to end, and to disgorge those he had consumed.

When the cosmic Eternity spawned off human fragments, the fabric of reality was badly stretched. The Hell-lords then utilized the Six-Fingered Hand – a demon cult organized centuries earlier with Mephisto posing as their sixth member, Maya – to manipulate Dr. Strange to repeatedly teleport the Defenders across Earth, to further weaken the dimensional barriers. The Hell-lords then opened gateways to Earth through which their demon-legions poured. Maya revealed himself as Mephisto, and the Hell-lords withdrew their power from their pawns, who dwindled into nothingness. The Hell-lords ultimately withdrew to their realms after Daimon Hellstrom agreed to train in Hell under his father, perhaps their intent all along.

Mephisto obtained the soul of Desmond Pitt, who had been transformed into the demon-like Darkoth by Dr. Doom, and tempted Pitt to slay Thor, to regain his life in order to protect his orphaned son, but Thor purged Pitt of Mephisto's influence and allowed him to die honorably. When rival Hell-lord Asmodeus offered to take Zarathos off Mephisto's hands, Mephisto instead had Zarathos and Blaze struggle to overcome Asmodeus' traps and escape Hell, then annihilated Asmodeus as punishment for losing and annexed his realm and servants. Soon after, Centurious sought revenge on Zarathos, but both combatants ended up trapped within the Soul Crystal, which Mephisto claimed, while Blaze was freed at last.

Exorcist Elspeth Cromwell attempted to exorcise perceived demons from the superhuman adventurers Reed and Sue Richards (Mr. Fantastic and the Invisible Woman), unwittingly enabling Mephisto – at the time empowered by the dark mystical energy of the approaching homeworld of the alien Dire Wraiths – to capture all three souls, plus the Richards' son, Franklin. However, as Wraithworld was destroyed, young Franklin used his vast mutant powers to obliterate Mephisto. Hell was wracked with a cataclysm, allowing Topaz's escape, but her soul was cast into the infinite.

Reborn via the evil within humanity, Mephisto found that his soul had been split into six fragments, only one of which he possessed. Mephisto empowered Martin Preston as Master Pandemonium and duped him into searching for the fragments, believing they were his own. Meanwhile, the mutant sorceress the Scarlet Witch (Wanda Maximoff) unwittingly tapped into two of Mephisto's soul fragments, using them to impregnate herself with twins, despite being married to the android Vision; she later gave birth to Thomas and William.

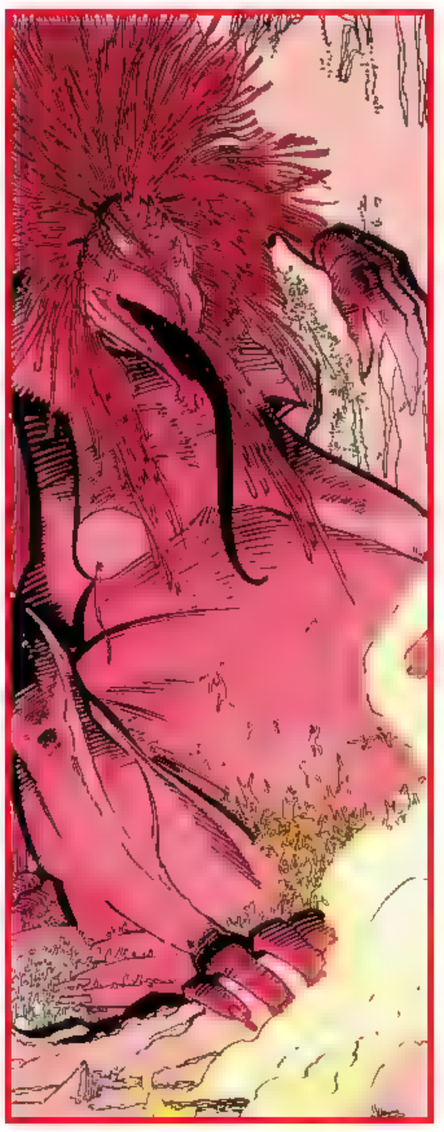
Learning of Odin's seeming death, Mephisto tormented Thor, manipulating his old enemy, the rock troll Ulik, into battling him via kidnapping Ulik's brother Horth. An innocent Asgardian family was killed during Thor and Ulik's fight, and Mephisto spitefully slew Horth.

After the virtually omnipotent Beyonder briefly destroyed Death in an act of attempted benevolence, Mephisto captured the Beyonder's energies before they could return to him, used them to empower the Beyondersbane machine, and allied with cosmic entities such as Eternity to destroy the Beyonder. Linking 99 super-villains, his Legion Accursed, to the Beyondersbane, Mephisto sent them to destroy the Beyonder, but the Thing held off the villains until the Beyondersbane overloaded. Mephisto later gambled with a massively disillusioned Beyonder to spare the universe for one more day, and Mephisto's champion, Spider-Man, resisted the torments of the Beyonder's champion, Zarathos, and continued to prove himself a self-sacrificing hero. In that next day, the Beyonder was seemingly destroyed by the powerful Molecule Man (Owen Reece) while attempting to achieve mortality.

Dr. Doom later abducted Franklin Richards on Midsummer's Eve, offering him to Mephisto in exchange for his mother's soul, but Mephisto was forced to release Franklin, whose powers threatened to surge forth anew.

Hela later usurped mortal souls from Mephisto's realm, weakening Mephisto in both power and respect, but Mephisto engineered a complex plot where he obtained progressively more valuable souls, from the Invisible Woman, to mutant Jean Grey, to the collectively-powered mutant Rogue, to Thor himself. Ultimately, Mephisto allowed Hela to recover her eventual claim on Thor's spirit, knowing Thor would cause massive upheaval in her realm; this achieved a cosmic balance for Mephisto, restoring his power and realm.

Drs. Doom and Strange later journeyed to Mephisto's Hell, where Doom seemingly betrayed Strange to gain his mother's freedom, though she refused to accept the offer at Strange's expense. Doom instead then freed Strange, and the subsequent battle with Mephisto destroyed the casing holding Cynthia von Doom's redeemed spirit, freeing her to move to a higher plane.

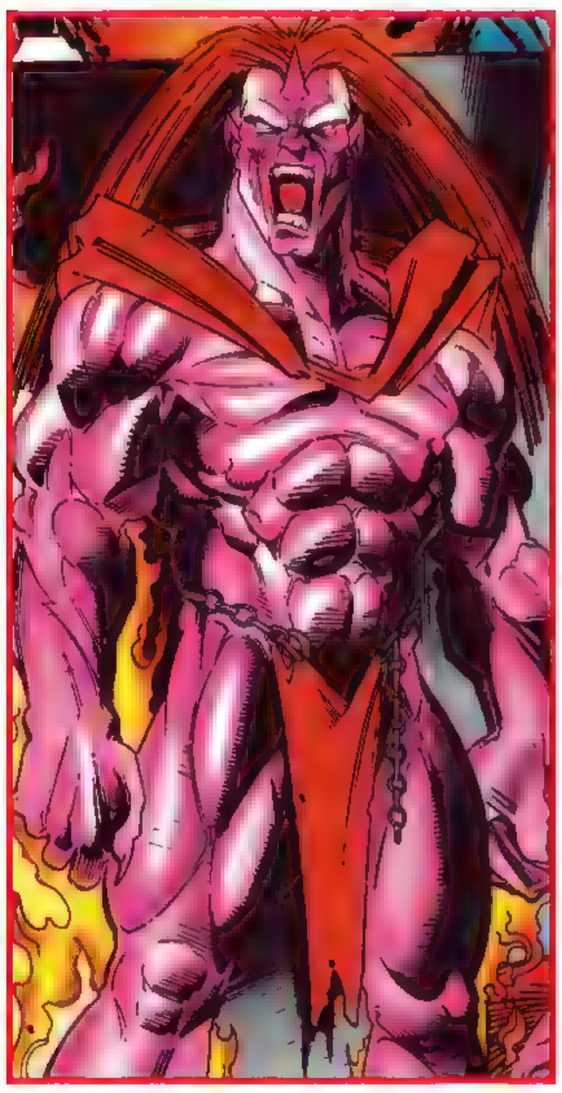


Art by John Romita Jr.

After evil sorcerer Baron (Karl) Mordo

sold his soul to both Mephisto and rival Hell-lord Satannish for power, Mephisto sent his daughter, Mephista, to claim Mordo, but Strange foiled her. Satannish and Mephisto agreed to battle on the Earthly plane to preserve their own realms, but Strange forced them to relinquish their claim on Mordo by invoking a spell threatening to merge them back into the primeval energy from which they had developed. Mephista became trapped within Topaz, and Satannish linked himself to Mephista, intending to use her to access Mephisto's realm to ambush his rival. When Satannish eventually approached Mephisto's realm, the two battled above Earth again, but Strange caused their own attacks to turn back on themselves, and they departed again. Mephisto noted Strange's aid in saving his daughter, but warned him not to return the romantic interest she showed in him.

Mephisto subsequently duped Galactus' then-herald Nova (Frankie Raye) into entering Hell, which eventually forced the Surfer to sacrifice his own soul to Mephisto, but Galactus himself traveled to Hell and threatened to consume the entire realm, forcing Mephisto to release both prisoners.



Art by Simon Coleby

Learning that Wanda Maximoff's children were two of the four remaining soul fragments he sought, Master Pandemonium abducted and merged with Thomas and William. After Agatha Harkness located the other two fragments, Mephisto reabsorbed them all, but Harkness disrupted Maximoff's magical attachment to the children. As Maximoff's power was what kept them in existence, the children's essences vanished, briefly dispersing Mephisto again.

Mephisto guided Blackheart in plots to drive Daredevil and his allies – the Inhumans Gorgon and Karnak, human Brandy Ash, and the genetically engineered Number Nine – to sin. Joined by "Pope" (Ahura, son of Inhuman rulers Black Bolt and Medusa), they resisted temptations in Hell and, when the Silver Surfer arrived to battle Mephisto again, escaped back to Earth, though Mephisto slew Brandy.

Loki allied with Mephisto and together they manipulated Thor into killing Loki, whose spirit instead displaced that of Odin, who was then engaged in his rejuvenating Odinsleep, and Mephisto captured Odin's spirit in Hell. Mephisto eventually enabled Sif to restore Odin's spirit, while Mephisto claimed Loki's soul, his true goal all along.

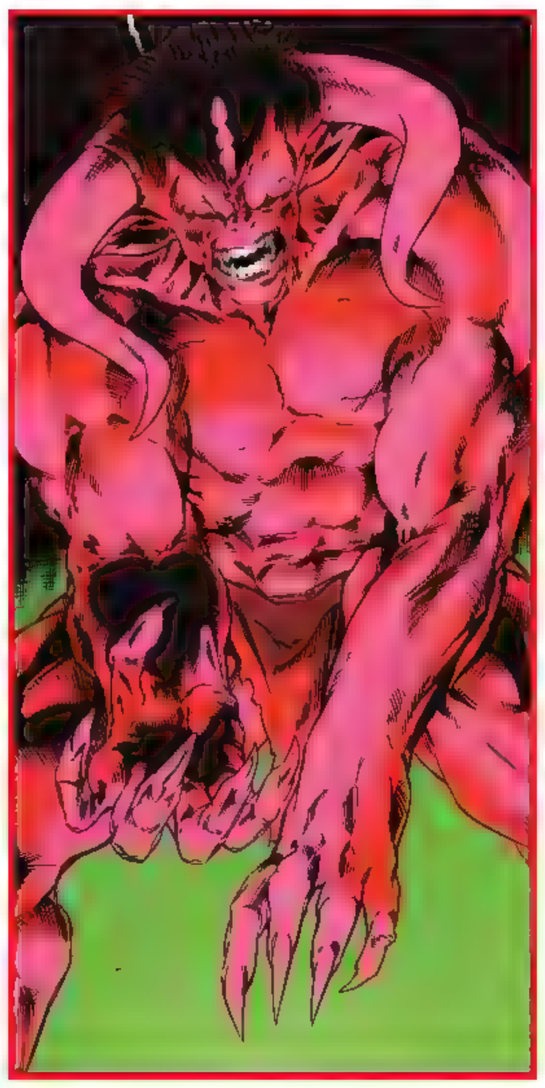
When Thanos gained the Infinity Gauntlet's virtually unlimited power, Mephisto claimed to be part of the demon race created by Nemesis and promised Thanos secret knowledge of the Infinity Gems, and became Thanos' companion. Mephisto was briefly distracted by Thule, a surviving Nazi who had used lost technology to construct the Eye of Force portal to the "Schwarzraum," home to the Vril; Thule believed the Vril to be an alien master race that had populated Earth eons ago, though these were actually Mephisto's demon elite. When Thule opened the portal via human sacrifice, Mephisto consumed Thule and attempted to devour the vigilantes Cloak and Dagger, but sensed another demon's (D'Spayre) claim on them and allowed their escape. Mephisto then advised Thanos in his efforts to please his would-be mistress, Death herself, and when Earth's heroes gathered against Thanos, Mephisto gave them a chance to succeed by convincing Thanos to try to impress Death by using only his Power Gem against them. Thanos vanquished his foes anyway, and when the universe's cosmic forces assaulted Thanos, Mephisto tried to steal the Gauntlet. Thanos imprisoned Mephisto and the cosmic forces, but lost the Gauntlet to his alleged granddaughter, Nebula, who briefly turned Mephisto and the cosmic powers to stone in her short-lived monument before Earth's Adam Warlock claimed the Gauntlet and reversed its effects.

Art by Tom Raney

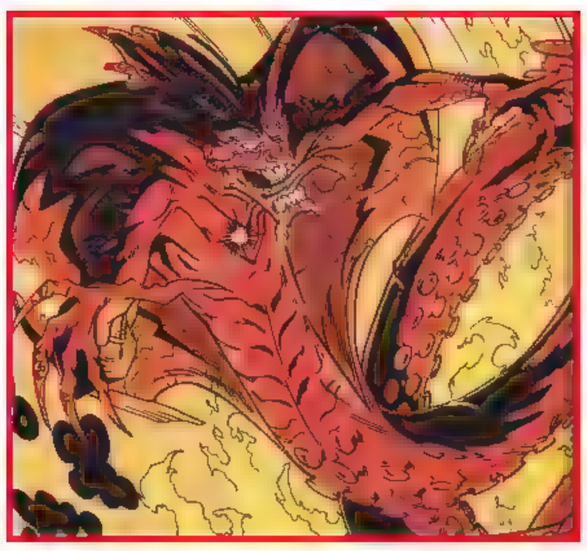
Mephisto used a promise of financial prosperity to dupe the She-Hulk into a contract, but because of clauses involving proper moral conduct to ensure sponsors, her unwilling topless appearance in "The Naked Truth" magazine sometime before allowed her to escape on a technicality. Mephisto next sent the composite cyborg Jajuga – made up of three survivors of worlds consumed by Galactus – to attack him and nearly goaded the Surfer into slaying Jajuga. Blackheart attempted to enlist Ghost Rider (Dan Ketch), the Punisher (Frank Castle), and Wolverine (James Howlett) to assassinate his father, but they refused to work with Blackheart. Mephisto granted the desolate Chris Daniels the conviction to kill himself, but rendered him only able to be killed by Ghost Rider, leading him to repeatedly attack Ghost Rider as Suicide. Mephisto slew Ranulph Haldane of the Mys-Tech Board (formerly the sect of Chasidm) for plotting against him, leading Ranulph's daughter, Shevaun, to become Hell's Angel (later Dark Angel) and oppose Mys-Tech's plots to send Mephisto souls. She also helped reunite thousands of soul fragments trapped in Hell's Dead Zone, including Ranulph, with their souls. Mephisto placed the idea for an "immortality gene" in the mind of scientist Vernon Mendel's mind, leading Mys-Tech to hire the millennia-old bounty hunter Black Axe. Mephisto attempted to enlist Black Axe as an agent, but Black Axe fought back and forced Mephisto to return him to Earth. When Blackheart attempted to manipulate Mys-Tech's Warheads into killing Mephisto with swords made from pre-Cataclysmic crystal wands, Mephisto thwarted and reimprisoned Blackheart.

After Shalla Bal perished via the death of the immensely-powered Great One, the Silver Surfer enlisted Adam Warlock and his Infinity Watch (holders of the Infinity Gems) to recover her. Though the Surfer offered his own soul in exchange for Shalla's, Mephisto denied him, considering him flawed, as Galactus had previously manipulated the Surfer's psyche. Adam Warlock's Soul Gem enabled him to force Mephisto to restore Shalla's soul.

Mephisto subsequently sought the seemingly immortal soul of Wonder Man as a power source by threatening the soul of his then lover, Alex Flores. Allying with the Black Talon (Samuel



Art by Tom Raney



Art by Tom Grindberg

Barone), Goliath (Erik Josten), Man-Ape (M'Baku) and allegedly, Lotus Newmark, Mephisto was distracted by subsequent assaults with Blackheart, and Wonder Man escaped his influence. Some parts of this encounter have since been proven false.

Mephisto wrenched Abadon – a solitary, elemental force of nature – from its realm to control its power. Reshaped into an individual entity, weakened by the trauma and stunned by its newfound consciousness, Abadon was nearly enslaved by Mephisto before using its remaining energies to escape to Earth and cloak itself in human form.

When the Goddess, the "good" side of Adam Warlock, sought to use reality-altering Cosmic Containment Units to extinguish all life in the universe to eliminate evil, Mephisto allied with Adam Warlock and Thanos. In exchange for one Unit after the Goddess' defeat, Mephisto shared that she needed to achieve universal harmony to unlock the Cosmic Cubes' safeguards to affect the entire universe. Thanos indeed delivered one Unit to Mephisto, albeit a non-functional one.

After Satannish usurped the prized souls of Lizzie Borden, Lucretia Borgia, Heinrich Himmler and Josef Stalin from Mephisto's realm, Mephisto joined the Avengers in storming Satannish's realm to recover them. The souls were destroyed in the process, and Mephisto spitefully slew Avenger Mockingbird (Bobbi Morse) and claimed her soul. Mephisto manipulated the Hulk into hubris by duping Marlo Chandler, fiancée to Rick Jones, into surrendering her soul, after which he allowed the Hulk to drive him off.

Mephisto annually captured the Spirit of Christmas, destroying him, only for the Spirit to be reborn through the holiday's believers' emotions and beliefs. The Spirit's infectious generosity even manipulated Mephisto into releasing Spider-Man's soul, which he had fairly captured in a challenge. Mephisto later tested the Ghost Rider (Ketch) and John Blaze against a pair of his Soulless Ones servants. Mephisto then contracted with policeman Michael Badilino, seemingly granting him hellfire powers to oppose Ghost Rider -- in reality, Mephisto merely allowed Badilino to access the Medallion of Power contained within his bloodline. After Ghost Rider thwarted Mephisto's attempt to curse the souls of students by performing a human sacrifice, Mephisto empowered young James Carruthers to drive Ghost Rider from the mortal plane in exchange for healing his bedridden older brother, but Ghost Rider simply relinquished his hold on the mortal plane by turning back into Dan Ketch in James' name, and Mephisto healed James' brother and returned James to normal.

Art by Mark Texeira

Posing as a seemingly resurrected Nova, Mephisto tempted the Surfer repeatedly and seemingly obtained his soul when the Surfer lovingly offered himself fully to "Nova." The Surfer fought back savagely, seemingly slaying Mephisto to regain his soul, though Mephisto survived, revealing his whole goal was to drive the Surfer to murder. A subsequent effort by Blackheart to enlist Ghost Rider, Wolverine, and the Punisher against Mephisto also failed, but then Blackheart slew Mephisto with his blade, coated with the innocent blood of Lucy Crumm. Blackheart took over Mephisto's realm of Hell, and Loki was later freed by Thor. Barred access to both Heaven and Hell, Mephisto's spirit dwelled as a shadow on Earth, able only to push some souls into occasional depraved acts. When the Surfer was infected with a soul virus by the alien Other, the ancient Scrier arranged the Surfer's death to purge the virus. Mephisto assaulted the Surfer's spirit and then possessed sorceress Agatha Harkness, when she and Scrier attempted a séance to restore the Surfer. Scrier and Harkness expelled Mephisto's essence, which Scrier then crushed before restoring the Surfer's healed spirit to his body. His own power limited, Mephisto then tried to conquer an alternate Earth lacking other demon-lords or death gods, but was defeated by heroes of both worlds and sent back to his own realm. Blackheart was eventually defeated and expelled from Hell by Noble Kale, who briefly took over, after which Mephisto reclaimed his realm.

Art by Javier Saltares

As the Brass Bishop approached Heaven's Gate to capture Beatriz's soul, Puck unlocked the Bishop's helmet; sensing him at last, Mephisto collected his soul. Mephisto later granted precognitive visions to the vigilante Nighthawk (Kyle Richmond), but this led Nighthawk to attack people before they committed a crime, leading to accusations of assaulting the innocent. Denouncing Mephisto with Daredevil's aid, Nighthawk eventually purged these visions via the mystic Papa Hagg. Mephisto also aided the Black Panther's foe Achebe and sought the Panther's soul, but the Panther overloaded Mephisto with the noble, powerful spirits of the Panther God and every past Panther, forcing Mephisto to release them all and to cease aiding Achebe. Mephisto next restored the aged Dan Lyons' youth, allowing him to reclaim his Black Marvel identity, and to give super hero identities and powers to Cassie St. Commons, Eddie McDonough, Ritchie Gilmore, and Johnny Gallo, who became the Slingers: Dusk, Hornet, Prodigy, and Ricochet. After Mephisto claimed Lyons' soul, he also summoned the Slingers to Hell, but their forgiveness of their former mentor's manipulations and shedding of Mephisto's gifts freed Lyons' soul.

Hellstorm, Hela, and Pluto later aided the Thunderbolts in storming Hell, hoping to retrieve Mockingbird's soul. Via secret aid from Mockingbird and a Scarlet Witch's chaos-energy powered arrow, Hawkeye briefly dispersed Mephisto's essence, and the Thunderbolts escaped with their seeming target, who turned out to be Patsy Walker. As Hellcat, Walker was captured by the extradimensional sorcerer Dormammu and his agent, Nicholas Scratch. Mephisto learned of Dormammu's plot to conquer the various hells and allied with Hela, Hellstorm, Pluto, and Satannish against him, but was betrayed and captured by Satannish, Dormammu's longtime protégé. Freed by Hellcat, Mephisto joined the other underworld rulers in a mystic spell that froze Hell over. Weakened by the mystic cold, Dormammu fled, and Mephisto took his vengeance on Satannish, destroying him. Mephisto's realm was then destroyed by Archenemy, a virtually omnipotent entity created by an arcane lore-gathering computer program written for Magik (Amanda Sefton). Mephisto and the Lords of the Splinter Realms futilely battled the Archenemy until they uncovered its origins, and Magik destroyed

the computer, ending the Archenemy's existence. Mephisto then restored his realm.

Mephisto next made a deal with Illyana Rasputin of Reality-2937, whose son, Hutch, had been conceived between realities so that each reality had equal claim on him, and he was born into all realities, but lost to Illyana. By promising to reunite her with Hutch, Mephisto obtained Illyana's aid in accessing Earth-616. Mephisto further made a deal with Earth-616's Ernest Thatchel to wipe out mutants and to reunite him with his wife, Sara, and son, Jamie – who had been killed when Jamie's mutant pyrokinetic powers surfaced at his 12th birthday party, though Ernest believed that it had been another boy who was the mutant. Mephisto brought Hutch to Earth-616, enabling him to begin breaking down the barriers between dimensions so he could eliminate all mutants across all realities, which caused a sudden influx of extradimensional X-Men counterparts to Earth-616. Xavier counterparts exposed Mephisto's involvement, and, as he summoned his demons to battle the X-Men and their counterparts, he reunited Ernest Thatchel with his family – in death. Despite a desire to end the loneliness of his solitary existence, Hutch returned to his exile between realities, repairing the dimensional rifts, and banishing Mephisto.

After a week spent training novice sorcerer Jack Holyoak, Mephisto joined the cosmic beings gathered against Thanos after he obtained the supremely powerful Heart of the Infinite. Thanos unwittingly consumed the entire universe, but then sacrificed his new power to restore reality and its inhabitants to status quo. As wars in Hell approached, Mephisto failed to convince Nightcrawler (Kurt Wagner) to stay out of the coming conflict, but succeeded in recruiting Nicholas Scratch after Scratch had been banished to Hell.

HEIGHT: Variable (6'6" in standard humanoid form)
WEIGHT: Variable (310 lbs. in standard humanoid form)
EYES: Variable (white in standard humanoid form)
HAIR: Variable (red in standard humanoid form)

ABILITIES/ACCESSORIES: An immensely powerful supernatural entity, Mephisto wields mystical energy for matter manipulation, astral projection, levitation, telepathy, teleportation, invisibility, illusion-casting, projecting mystical force blasts, shape-shifting (his true form is unknown), size-changing, and opening interdimensional, spatial, or temporal portals. He enjoys viewing distant events via mystic vapors or scrying pools in his realm. Mephisto avoids direct physical combat, though he can channel his energy into vast physical strength or other physical feats of power or skill. Though not omniscient, he can sense or view virtually anything in the physical universe, and in many other realms as well. Though Mephisto's abilities seem virtually unlimited, he is unable to subjugate any sentient being to his will without that being's deliberate submission.

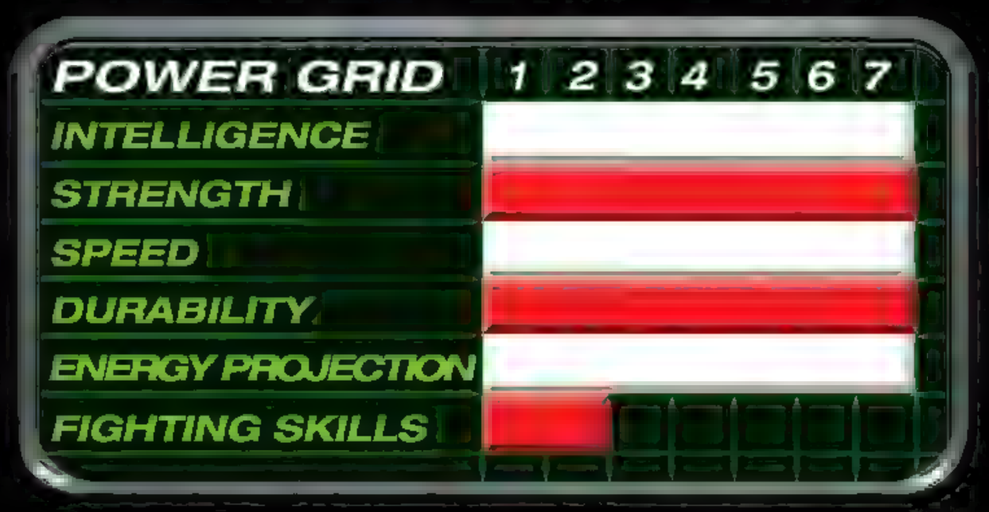
Mephisto can capture the souls of recently deceased humans. The precise condition under which he obtains the majority of his souls is unrevealed, though it apparently relates to selfish and/or malevolent behavior (such as with the "seven cardinal sins": lust, gluttony, greed, sloth, wrath, envy, pride). In addition, relocation of souls is also related to systems of beliefs, and these souls are divided among the other Hell-lords' realms, and to the various pantheons' death gods, though most of the latter rarely receive new souls as they have few active believers. Realms such as Heaven receive souls of the more pure; while all humanity sins at some point, there are unrevealed specific rules defining whether a soul goes to Heaven or Hell. Mephisto spends much of his time trying to tempt mortals into sinful behavior, ensuring their entry into his realm. He frequently bargains with mortals, tempting them with love, physical or financial or superhuman power, or offering to help them achieve certain goals in exchange for their souls. Usually finalizing the deal via contract, often signed in blood, Mephisto often deceives his contractees, granting them exactly what was stated, but not always what they wanted or in the way they wanted. Tempting an innocent soul into his service is most desirable to Mephisto. Souls under Mephisto's domain generally are powerless to resist his instructions, though certain beings have proven powerful and/or strong-willed enough to overcome this. Mephisto can mystically trap living beings in his realm, but he cannot feed off them. He often torments, tortures, and/or tempts such beings, hoping to get them to surrender their souls to him to avoid further pain or to bargain away their souls in exchange for what he offers them. Other times, he tortures prisoners purely for amusement.

A large portion of his power is tied to his realm and the number of souls within it, with prolonged absences from Hell weakening him. Within his own realm, he is virtually all-powerful, served by a seemingly endless supply of damned souls and demon servants. He can utterly control the environment and landscape, coordinating numerous scenarios against a multitude of visitors and against those within his domain. On Earth, his powers are much more limited. He can influence the thoughts of others, but not control them, and it appears that many of the fantastic feats he accomplishes are illusion. Mephisto has spread his influence across the universe more so than the other Hell-lords, though he still seems to be at a comparable power-level to them.

Given form and substance through evil itself, Mephisto is immortal. He does not need to eat, sleep or breathe, and is immune to aging and disease. While he can be injured by certain mystical assaults or attacks from powerful beings, he can regenerate virtually instantly. Even when he is seemingly slain or his essence dispersed or obliterated, he eventually regains form and power from evil thoughts and deeds.

A supreme trickster, Mephisto will say or do anything to accomplish his ends, frequently appearing to be overpowered or destroyed for the effect this might have on his opponent. Under certain circumstances, Mephisto has worked with various other Hell-lords to form a gestalt Satan, close to matching the belief in a single Devil.

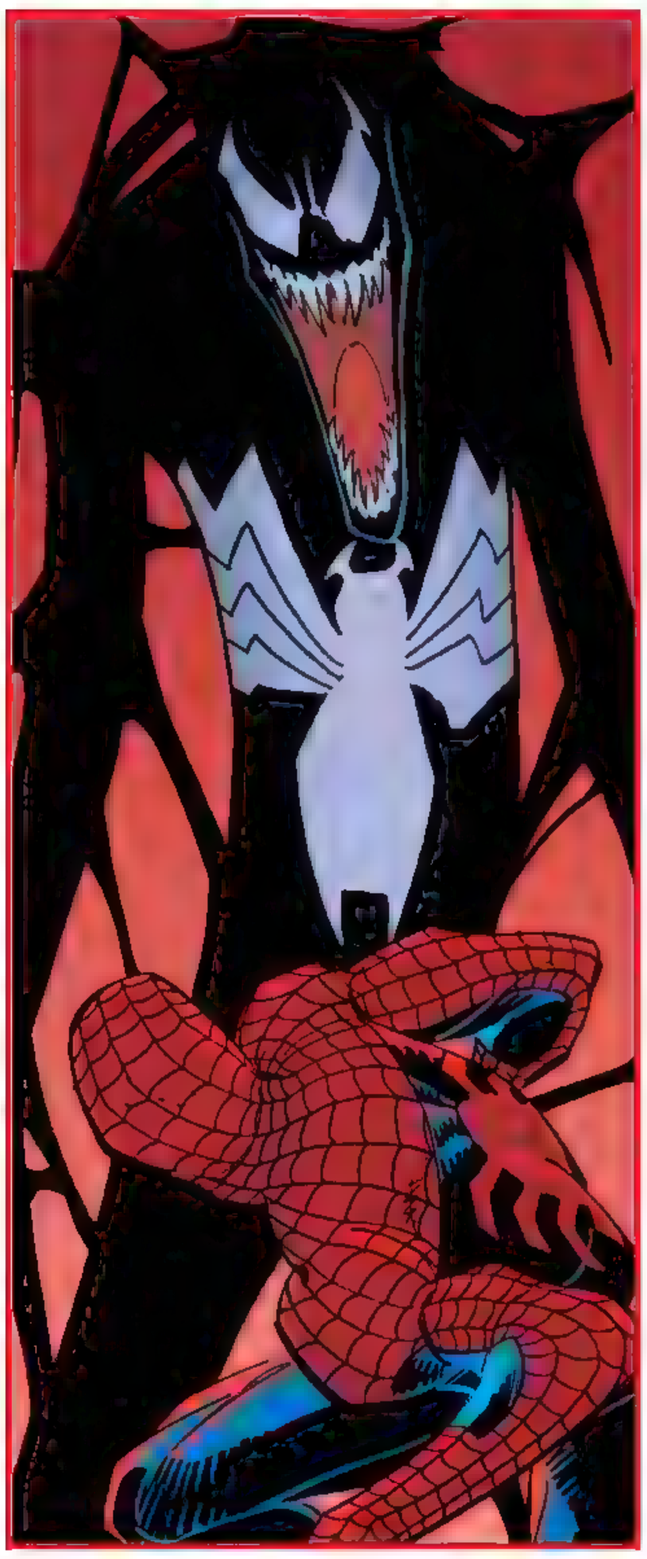
Mephisto dwells within a region of the Netherworld known as Hell, a dark, fiery realm shaped by his desires and by the subconscious beliefs of those visiting or imprisoned there. This realm is often accessed via subterranean portals, though it is not physically within the earth. Within his realm exists the Arena of Lost Souls, where warriors (many of them superhuman) battle endlessly; the Bridge of Woes, composed of souls under his domain, who suffer the pain of his weight (which he typically magnifies) as he crosses; the Dead Zone, a portion inhabited by soul fragments, split from the whole by uncertain means; and the Well of Souls, a lava pit into which souls are dumped, their agony providing Mephisto amusement and power.



SPIDER-MAN'S COSTUMES

CLASSIC RED AND BLUE

Spider-Man's original costume was a red-and-blue, screen-printed outfit with black web-lines and a black-spider motif on the chest.



ALIEN SYMBIOTE

Spider-Man's first black costume was actually an alien Symbiote that attempted to bond itself permanently to Peter Parker. Upon discovering his costume's true nature, Peter removed it with the aid of Reed Richards of the Fantastic Four. The alien costume later bonded with Eddie Brock, giving rise to Venom. The costume responded to Peter's mental commands to cover him at will and could generate organic webbing without the need for web-shooters.

CLASSIC BLACK

After removing the alien, the Black Cat created a cloth version of the black costume which Spider-Man alternated with his regular red-and-blue threads. Following Venom's terrifying attack on Mary Jane Watson, Peter retired his black costume at his wife's request. However, when Aunt May was shot by one of the Kingpin's assassins, Spider-Man resumed wearing his black cloth costume, reflective of his dark, troubled days.

ELECTRO-PROOF

In response to his numerous clashes with Electro, Spider-Man has developed an insulated costume in defense against the electrically charged villain. The original was a simple rubber outfit, but a modern version included additional padding and styling.

SPIDER-ARMOR

Peter required additional protection against the heavy-caliber firearms wielded by the combined might of the Blood Rose (Richard Fisk), Gauntlet and the New Enforcers. While virtually negating his agility, the costume did provide Spider-Man with increased resistance against gunfire. The armor was destroyed by acid in battle.

Spider-Man Revised

After Ben Reilly discarded his Scarlet Spider outfit and assumed the role of Spider-Man, he updated Peter's classic look with a revised red-and-blue costume. When Peter returned to the webs, he reinstated his traditional costume.

THE AMAZING BAG-MAN

In times of extraordinary crisis, Peter has been forced to swing into action sans his regular outfit. He has resorted to the use of an ordinary paper bag to conceal his identity.

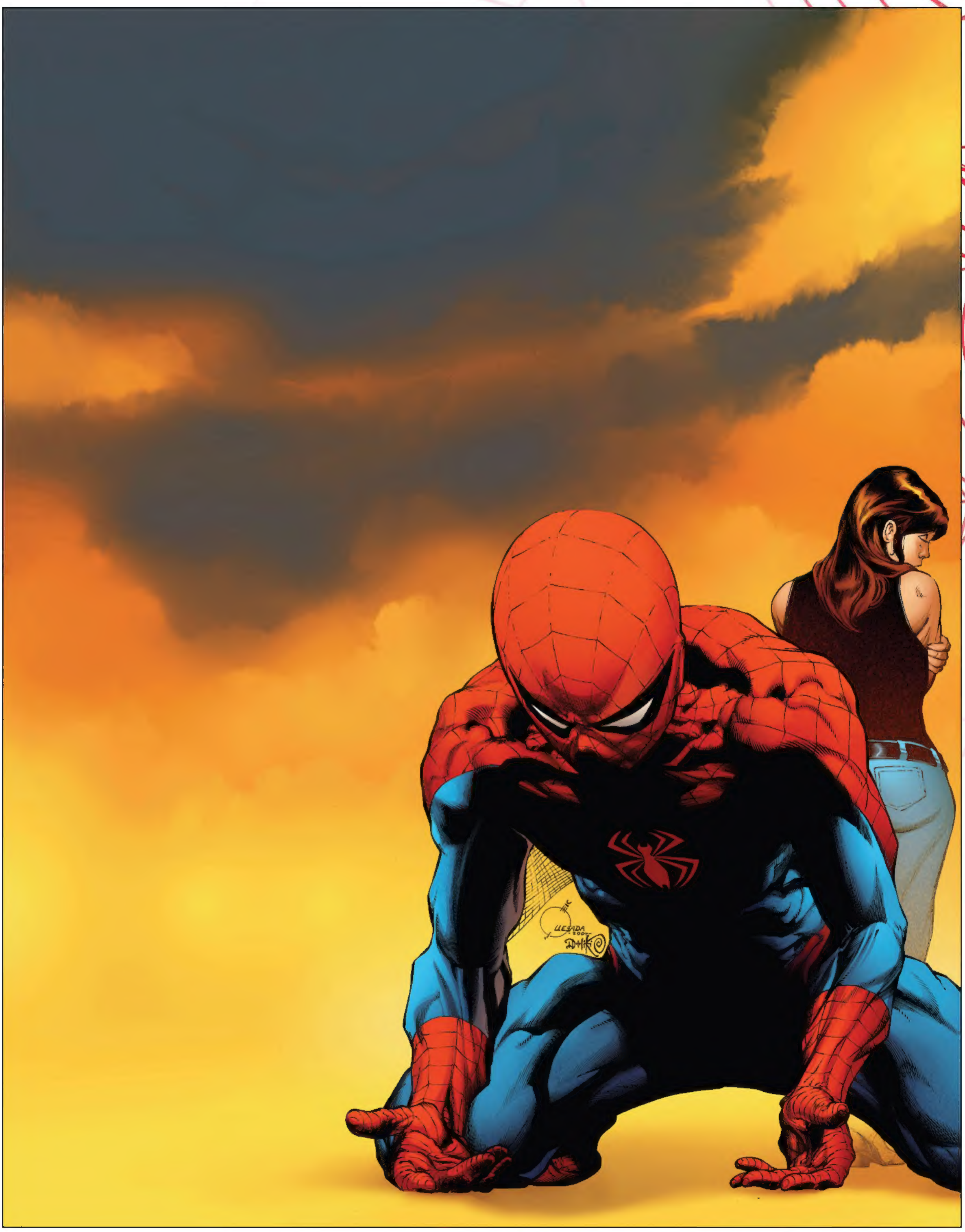
STARK INDUSTRIES' ARMORED FIGHTING SUIT

Prior to the Civil War, Peter Parker became Tony Stark's protégé and an Avenger. Stark gave Spider-Man a bullet-proof costume loaded with technological wonders including three supplemental arms, gliding capability, and the ability to become virtually invisible via camouflage.

Wizard #179 cover by Michael Turner, Mark Roslan & Peter Steigerwald

Wizard #182 cover by Clayton Crain

Wizard #188 **cover by Joe Quesada, Danny Miki & Richard Isanove**



Wizard #192 **cover by Joe Quesada, Danny Miki & Richard Isanove**

"J.M.S. had the brave heart to take an icon in new uncharted waters from the moment he took the book. All-new characters, villains, scenarios and controversy on an almost monthly basis. From the on-his-sleeve emotions of 9/11, to Aunt May and Peter finally having it out, I do believe this will be remembered as one of the great runs, not only of ***Spider-Man***, but of all of comics."

— BRIAN MICHAEL BENDIS

"I remember when he was just "J.S." Then he got the spider book, and all of a sudden he's "J.S.M." — Joe Spider-Man. Which is clever, but they would not cash his checks. So he settled on J.M.S. That's a true story. What's also true is that J.M.S. is the hallmark of a true professional. Dedicated. Loyal. And talented. Buckets of talent as his great run on Spidey will attest, and his current run on ***Thor*** is furthering the legend. My favorite thing about him? He's a friend of mine. And it doesn't get any cooler than that. Congrats, J.S.M.!

— JEPH LOEB

"There are many more eloquent quotes before mine, and I won't attempt to compete with the authors of them. I can come up with two semi-intelligent words that can be construed as a compliment of Joe's run on the ***Amazing Spider-Man***: Sales tripled! Thanks, Joe."

— JOHN ROMITA, JR.

"Joe has always been capable of The Big Surprise, but his run on ***Amazing Spider-Man*** shows that unique flair to mature, full-blown uniqueocity. You go, Joe!."

— HARLAN ELLISON

"I read (almost) every Marvel comic that is published each and every week. For me, it's homework, research, and, of course, fun. I usually organize my pile of 'to read' based on what films we are currently developing and what character is undergoing a renaissance in the comics. For the past six years, Joe's run on Spidey has been the one on top. I would sit and read it the moment it landed in my inbox. Joe's creative daring is an inspiration and his imaginative storytelling transcends all forms of media. My favorite J.M.S. Spidey moment also happens to be my favorite Spidey moment period: Aunt May discovers Peter's secret. It has become my mission to put that moment up on screen. Someday we will. I promise."

— KEVIN FEIGE

Producer/President of Marvel Studios

"In case you need reminding, Joe picking up the writing duties on ***Amazing Spider-Man*** was a seismic moment in modern comics. He, together with ***Daredevil*** writer Kevin Smith, showed Hollywood that far from slumming it in comic books, these guys were having the time of their lives. Joe not only doubled the sales of Marvel's flagship book, but has been responsible for the most radical and inventive Spider-Man stories in a generation. It's true he has a silly, virtually unpronounceable name that sensible people like to reduce to three letters, but as far as Spider-Man goes I think he's up there with Stan."

— MARK MILLAR

"I may have difficulty spelling his name, but there's nothing difficult about praising the terrific job that Joe Straczynski has done in his truly unforgettable eight-year run of ***Spider-Man*** scripting. Of course, from where I sit, an eight-year run is like — what'samatter, you didn't have the patience to stay with it for a while?

"But, despite his dawdling, for Joe to have been so inventive and creative and just plain exciting during so many issues of Spidey is beyond remarkable. His stories made the web-spinner's mag sell better than ever and his far-out themes and unexpected concepts kept the readers totally hooked for all those years. Of course, my biggest regret is that I never really got to work with the guy so it's hard for me to take any credit for what he's done.

"Hey, I'd like to add a lot more compliments and laudatory remarks, which Joe certainly deserves but, as I'm sure he'll understand, it's too difficult when you're consumed by envy!"

Excelsior!

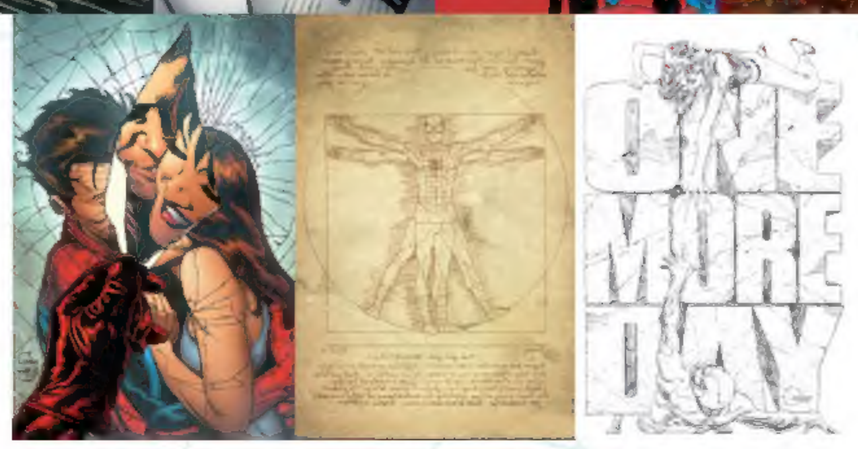
(that's "Straczynski" spelled backwards)

— STAN LEE

ONE OF THE MOST MOMENTOUS SPIDEY ERAS OF ALL!

From "The Other" to *Civil War*, "Back in Black" to "One More Day," surprise follows epic surprise as Hollywood's J. Michael Straczynski brings his blockbuster *Amazing Spider-Man* run to a staggering conclusion!

Collecting *Amazing Spider-Man (1999) #515-545, Friendly Neighborhood Spider-Man (2005) #1-4* and *#24, Marvel Knights Spider-Man (2004) #19-22, Sensational Spider-Man (2006) #41, Spider-Man: The Other Sketchbook*, and *Spider-Man: One More Day Sketchbook* — written by J. Michael Straczynski with Peter David and Reginald Hudlin; and illustrated by Mike Deodato Jr., Ron Garney and Joe Quesada with Mark Brooks, Tyler Kirkham, Mike Wieringo and Pat Lee.



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